

SHERWIN WILLIAMS CO

Form 10-Q

July 27, 2011

**Table of Contents**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549  
FORM 10-Q**

(Mark One)

**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.  
For the Period Ended June 30, 2011**

or

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission file number 1-04851**

**THE SHERWIN-WILLIAMS COMPANY**

(Exact name of registrant as specified in its charter)

OHIO

34-0526850

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

101 West Prospect Avenue, Cleveland, Ohio

44115-1075

(Address of principal executive offices)

(Zip Code)

(216) 566-2000

(Registrant's telephone number including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one:)

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practical date.

Common Stock, \$1.00 Par Value 106,278,767 shares as of June 30, 2011.



**TABLE OF CONTENTS**

**PART I. FINANCIAL INFORMATION**

<u>Item 1. Financial Statements</u>	2
<u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	25
<u>Item 3. Quantitative and Qualitative Disclosures About Market Risk</u>	44
<u>Item 4. Controls and Procedures</u>	45

**PART II. OTHER INFORMATION**

<u>Item 1. Legal Proceedings</u>	46
<u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u>	47
<u>Item 5. Other Information</u>	48
<u>Item 6. Exhibits</u>	49

<u>SIGNATURES</u>	50
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<u>INDEX TO EXHIBITS</u>	51
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EX-31.A

EX-31.B

EX-32.A

EX-32.B

EX-101 INSTANCE DOCUMENT

EX-101 SCHEMA DOCUMENT

EX-101 CALCULATION LINKBASE DOCUMENT

EX-101 LABELS LINKBASE DOCUMENT

EX-101 PRESENTATION LINKBASE DOCUMENT

EX-101 DEFINITION LINKBASE DOCUMENT

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**Table of Contents****PART I. FINANCIAL INFORMATION****Item 1. Financial Statements****THE SHERWIN-WILLIAMS COMPANY AND SUBSIDIARIES****STATEMENTS OF CONSOLIDATED INCOME (UNAUDITED)**

Thousands of dollars, except per share data

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
Net sales	\$ <b>2,354,751</b>	\$ 2,143,064	\$ <b>4,210,337</b>	\$ 3,708,546
Cost of goods sold	<b>1,331,996</b>	1,171,171	<b>2,390,174</b>	2,044,685
Gross profit	<b>1,022,755</b>	971,893	<b>1,820,163</b>	1,663,861
<i>Percent to net sales</i>	<i>43.4%</i>	<i>45.4%</i>	<i>43.2%</i>	<i>44.9%</i>
Selling, general and administrative expenses	<b>755,555</b>	691,215	<b>1,446,678</b>	1,304,090
<i>Percent to net sales</i>	<i>32.1%</i>	<i>32.3%</i>	<i>34.4%</i>	<i>35.2%</i>
Other general (income) expense net	<b>(698)</b>	5,125	<b>474</b>	7,031
Interest expense	<b>11,747</b>	26,340	<b>22,422</b>	37,909
Interest and net investment income	<b>(808)</b>	(480)	<b>(1,131)</b>	(1,119)
Other income net	<b>(57)</b>	(9,555)	<b>(9)</b>	(2,757)
Income before income taxes	<b>257,016</b>	259,248	<b>351,729</b>	318,707
Income taxes	<b>77,901</b>	77,542	<b>104,298</b>	104,398
Net income	\$ <b>179,115</b>	\$ 181,706	\$ <b>247,431</b>	\$ 214,309
Net income per common share:				
Basic	\$ <b>1.69</b>	\$ 1.67	\$ <b>2.33</b>	\$ 1.97
Diluted	\$ <b>1.66</b>	\$ 1.64	\$ <b>2.29</b>	\$ 1.94
Average shares outstanding basic	<b>104,676,477</b>	107,686,335	<b>104,833,745</b>	107,822,967
Average shares and equivalents outstanding diluted	<b>106,876,461</b>	109,832,652	<b>107,104,025</b>	109,460,619

*See notes to condensed consolidated financial statements.*

**Table of Contents****THE SHERWIN-WILLIAMS COMPANY AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS (UNAUDITED)**

Thousands of dollars

	June 30, 2011	December 31, 2010	June 30, 2010
<b>Assets</b>			
Current assets:			
Cash and cash equivalents	\$ 71,563	\$ 58,585	\$ 48,401
Accounts receivable, less allowance	1,183,825	916,661	986,327
Inventories:			
Finished goods	853,715	743,953	666,136
Work in process and raw materials	213,296	173,748	127,692
	1,067,011	917,701	793,828
Deferred income taxes	128,492	127,348	120,948
Other current assets	187,291	193,427	190,418
Total current assets	2,638,182	2,213,722	2,139,922
Goodwill	1,113,721	1,102,458	1,011,949
Intangible assets	319,751	320,504	276,429
Deferred pension assets	253,117	248,333	248,959
Other assets	350,692	332,100	235,514
Property, plant and equipment:			
Land	107,110	106,101	104,851
Buildings	684,881	668,506	605,457
Machinery and equipment	1,658,432	1,617,530	1,571,553
Construction in progress	39,732	34,038	23,227
	2,490,155	2,426,175	2,305,088
Less allowances for depreciation	1,531,849	1,474,057	1,477,575
	958,306	952,118	827,513
Total Assets	\$ 5,633,769	\$ 5,169,235	\$ 4,740,286
<b>Liabilities and Shareholders Equity</b>			
Current liabilities:			
Short-term borrowings	\$ 571,130	\$ 388,592	\$ 199,487
Accounts payable	1,019,310	909,649	881,141
Compensation and taxes withheld	227,509	253,247	205,119
Accrued taxes	120,867	62,547	134,854
Current portion of long-term debt	9,507	7,875	9,269
Other accruals	441,489	442,030	403,671

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Total current liabilities	<b>2,389,812</b>	2,063,940	1,833,541
Long-term debt	<b>644,255</b>	648,326	699,815
Postretirement benefits other than pensions	<b>296,778</b>	295,896	284,660
Other long-term liabilities	<b>556,112</b>	551,633	391,044
Shareholders' equity:			
Common stock - \$1.00 par value: 106,278,767, 107,020,728 and 108,790,303 shares outstanding at June 30, 2011, December 31, 2010 and June 30, 2010, respectively	<b>106,779</b>	231,346	230,461
Preferred stock - convertible, no par value: 194,275, 216,753 and 216,753 shares outstanding at June 30, 2011, December 31, 2010 and June 30, 2010, respectively	<b>194,275</b>	216,753	216,753
Unearned ESOP compensation	<b>(194,275)</b>	(216,753)	(216,753)
Other capital	<b>1,289,455</b>	1,222,909	1,161,273
Retained earnings	<b>637,434</b>	4,824,489	4,653,954
Treasury stock, at cost	<b>(41,700)</b>	(4,390,983)	(4,190,479)
Cumulative other comprehensive loss	<b>(245,156)</b>	(278,321)	(323,983)
Total shareholders' equity	<b>1,746,812</b>	1,609,440	1,531,226
Total Liabilities and Shareholders' Equity	<b>\$ 5,633,769</b>	\$ 5,169,235	\$ 4,740,286

*See notes to condensed consolidated financial statements.*

**Table of Contents****THE SHERWIN-WILLIAMS COMPANY AND SUBSIDIARIES  
CONDENSED STATEMENTS OF CONSOLIDATED CASH FLOWS (UNAUDITED)**

Thousands of dollars

	Six Months Ended	
	<b>June 30, 2011</b>	June 30, 2010
<b>OPERATING ACTIVITIES</b>		
Net income	\$ 247,431	\$ 214,309
Adjustments to reconcile net income to net operating cash:		
Depreciation	74,807	66,206
Amortization of intangible assets	13,127	13,206
Stock-based compensation expense	21,433	19,489
Provisions for qualified exit costs	936	72
Provisions for environmental-related matters	4,650	4,722
Defined benefit pension plans net cost	7,928	8,926
Net increase in postretirement liability	1,800	1,200
Other	(4,859)	14,998
Change in working capital accounts net	(245,139)	(67,855)
Costs incurred for environmental-related matters	(8,180)	(19,384)
Costs incurred for qualified exit costs	(3,929)	(7,918)
Other	(1,839)	(11,515)
 Net operating cash	 <b>108,166</b>	 236,456
<b>INVESTING ACTIVITIES</b>		
Capital expenditures	(68,929)	(47,453)
Acquisitions of businesses, net of cash acquired	(2,612)	(49,061)
Proceeds from sale of assets	6,613	1,109
Increase in other investments	(20,463)	(59,045)
 Net investing cash	 <b>(85,391)</b>	 (154,450)
<b>FINANCING ACTIVITIES</b>		
Net increase in short-term borrowings	168,465	180,725
Proceeds from long-term debt	30,625	1,329
Payments of long-term debt	(33,430)	(89,235)
Costs associated with repurchase of long-term debt		(22,192)
Payments of cash dividends	(77,849)	(78,783)
Proceeds from stock options exercised	38,183	62,475
Income tax effect of stock-based compensation exercises and vesting	8,030	12,104
Treasury stock purchased	(132,734)	(175,492)
Other	127	(4,966)
 Net financing cash	 <b>1,417</b>	 (114,035)



Effect of exchange rate changes on cash	<b>(11,214)</b>	11,101
Net increase (decrease) in cash and cash equivalents	<b>12,978</b>	(20,928)
Cash and cash equivalents at beginning of year	<b>58,585</b>	69,329
Cash and cash equivalents at end of period	<b>\$ 71,563</b>	\$ 48,401
Income taxes paid	<b>\$ 42,952</b>	\$ 24,377
Interest paid	<b>11,944</b>	40,818

*See notes to condensed consolidated financial statements.*

**Table of Contents**

**THE SHERWIN-WILLIAMS COMPANY AND SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED)**

Periods ended June 30, 2011 and 2010

**NOTE 1 BASIS OF PRESENTATION**

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (GAAP) for interim financial information and the instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included.

There have been no significant changes in critical accounting policies since December 31, 2010. Accounting estimates were revised as necessary during the first six months of 2011 based on new information and changes in facts and circumstances. Certain amounts in the 2010 condensed consolidated financial statements have been reclassified to conform to the 2011 presentation.

In March 2010, the Patient Protection and Affordable Care Act and the Health Care and Education Reconciliation Act of 2010 became effective, resulting in the elimination of a tax deduction previously allowed for the Medicare Part D subsidy beginning in years after December 31, 2012. The Company recognized the deferred tax effects of the reduced deductibility of the subsidy during the first quarter of 2010. The resulting one-time increase in income taxes of \$11.4 million reduced basic and diluted earnings per share for the first six months of 2010 by \$.11 and \$.10, respectively. See Note 11.

The Company primarily uses the last-in, first-out (LIFO) method of valuing inventory. An actual valuation of inventory under the LIFO method can be made only at the end of each year based on the inventory levels and costs at that time. Accordingly, interim LIFO calculations are based on management's estimates of expected year-end inventory levels and costs are subject to the final year-end LIFO inventory valuation. In addition, interim inventory levels include management's estimates of annual inventory losses due to shrinkage and other factors. The final year-end valuation of inventory is based on an annual physical inventory count performed during the fourth quarter. For further information on inventory valuations and other matters, refer to the consolidated financial statements and footnotes thereto included in the Company's Form 10-K for the year ended December 31, 2010.

The consolidated results for the three and six months ended June 30, 2011 are not necessarily indicative of the results to be expected for the year ending December 31, 2011.

**NOTE 2 IMPACT OF RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS**

In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2011-4, which amends the Fair Value Measurements Topic of the Accounting

**Table of Contents**

Standards Codification (ASC) to help achieve common fair value measurement and disclosure requirements in U.S. GAAP and IFRS. ASU No. 2011-4 does not require additional fair value measurements and is not intended to establish valuation standards or affect valuation practices outside of financial reporting. The ASU is effective for interim and annual periods beginning after December 15, 2011. The Company will adopt the ASU as required. The ASU will affect the Company's fair value disclosures, but will not affect the Company's results of operations, financial condition or liquidity.

In June 2011, the FASB issued ASU No. 2011-5, which amends the Comprehensive Income Topic of the ASC. The ASU eliminates the option to present the components of other comprehensive income as part of the statement of changes in shareholders' equity, and instead requires consecutive presentation of the statement of net income and other comprehensive income either in a continuous statement of comprehensive income or in two separate but consecutive statements. ASU No. 2011-5 is effective for interim and annual periods beginning after December 15, 2011. The Company will adopt the ASU as required. It will have no effect on the Company's results of operations, financial condition or liquidity.

**NOTE 3 DIVIDENDS**

Dividends paid on common stock during each of the first two quarters of 2011 and 2010 were \$.365 per common share and \$.360 per common share, respectively.

**NOTE 4 COMPREHENSIVE INCOME**

Comprehensive income is summarized as follows:

(Thousands of dollars)	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2011	2010	2011	2010
Net income	\$ 179,115	\$ 181,706	\$ 247,431	\$ 214,309
Foreign currency translation adjustments	9,384	(21,173)	26,889	(14,687)
Amortization of net prior service costs and net actuarial losses, net of taxes <sup>(1)</sup>	3,435	3,841	6,684	7,492
Adjustments of marketable equity securities, net of taxes <sup>(2)</sup>	(427)	333	(408)	665
Comprehensive income	\$ 191,507	\$ 164,707	\$ 280,596	\$ 207,779

(1) The tax effect of amortization of net prior service costs and net actuarial losses was \$(2,873) and \$(5,961) for the three and six months ended June 30, 2011 and \$(1,210) and \$(3,624) for the three and six months ended June 30, 2010.

(2) The tax effect of adjustments of marketable equity securities was \$273 and \$261 for the three and six months ended June 30, 2011 and \$(213) and \$(425) for the three and six months ended June 30, 2010.

**Table of Contents****NOTE 5 PRODUCT WARRANTIES**

Changes in the Company's accrual for product warranty claims during the first six months of 2011 and 2010, including customer satisfaction settlements, were as follows:

(Thousands of dollars)	<b>2011</b>	2010
Balance at January 1	<b>\$ 23,103</b>	\$ 22,214
Charges to expense	<b>14,445</b>	10,869
Settlements	<b>(12,746)</b>	(10,478)
Balance at June 30	<b>\$ 24,802</b>	\$ 22,605

For further details on the Company's accrual for product warranty claims, see Note 1 to the Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2010.

**NOTE 6 EXIT OR DISPOSAL ACTIVITIES**

Liabilities associated with exit or disposal activities are recognized as incurred in accordance with the Exit or Disposal Cost Obligations Topic of the ASC. Qualified exit costs primarily include post-closure rent expenses, incremental post-closure costs and costs of employee terminations. Adjustments may be made to liabilities accrued for qualified exit costs if information becomes available upon which more accurate amounts can be reasonably estimated.

Concurrently, property, plant and equipment is tested for impairment in accordance with the Property, Plant and Equipment Topic of the ASC, and if impairment exists, the carrying value of the related assets is reduced to estimated fair value. Additional impairment may be recorded for subsequent revisions in estimated fair value.

In the six months ended June 30, 2011, 3 stores in the Paint Stores Group and 5 branches in the Global Finishes Group were closed due to lower demand or redundancy. During the six months ended June 30, 2011, amounts charged to SG&A and Cost of goods sold included qualified exit costs and severance costs of \$0.7 million related to these closed facilities. Adjustments to prior provisions of \$0.3 million related to Global Finishes Group facilities closed during 2009 were recorded in Other general expense net in the six months ended June 30, 2011.

**Table of Contents**

The following table summarizes the activity and remaining liabilities associated with qualified exit costs at June 30, 2011 and for the six-month period then ended:

(Thousands of dollars)

	Balance at December 31, 2010	Provisions in Cost of goods sold or SG&A	Actual expenditures charged to accrual	Adjustments to prior provisions in Other general expense - net	Balance at June 30, 2011
<b>Exit Plan</b>					
<b>Global Finishes Group stores shutdown in 2011:</b>					
Severance and related costs		\$ 116	\$ (91)		\$ 25
Other qualified exit costs		597	(34)		563
<b>Global Finishes Group stores shutdown in 2010:</b>					
Other qualified exit costs	\$ 1,114		(53)		1,061
<b>Paint Stores Group stores shutdown in 2010:</b>					
Other qualified exit costs	4			\$ (4)	
<b>Paint Stores Group stores shutdown in 2009:</b>					
Other qualified exit costs	2,022		(419)	(29)	1,574
<b>Global Finishes Group manufacturing facility and branches shutdown in 2009:</b>					
Other qualified exit costs	1,820		(497)	262	1,585
<b>Consumer Group manufacturing facilities shutdown in 2009:</b>					
Other qualified exit costs	721		(131)		590
<b>Consumer Group manufacturing and distribution facilities shutdown in 2008:</b>					
Other qualified exit costs	242		(65)		177
<b>Paint Stores Group manufacturing and distribution facilities, administrative offices and stores shutdown in 2008:</b>					
Other qualified exit costs	3,058		(1,880)	(6)	1,172

<b>Other qualified exit costs for facilities shutdown prior to 2008</b>	<b>7,066</b>		<b>(759)</b>		<b>6,307</b>
<b>Totals</b>	<b>\$ 16,047</b>	<b>\$ 713</b>	<b>\$ (3,929)</b>	<b>\$ 223</b>	<b>\$ 13,054</b>

For further details on the Company's exit or disposal activities, see Note 6 to the Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2010.

**Table of Contents****NOTE 7 HEALTH CARE, PENSION AND OTHER BENEFITS**

Shown below are the components of the Company's net periodic benefit cost for domestic defined benefit pension plans, foreign defined benefit pension plans and postretirement benefits other than pensions:

(Thousands of dollars)	Domestic Defined Benefit Pension Plans		Foreign Defined Benefit Pension Plans		Postretirement Benefits Other than Pensions	
	2011	2010	2011	2010	2011	2010
<b>Three Months Ended</b>						
<b>June 30:</b>						
Net periodic benefit cost:						
Service cost	\$ 4,007	\$ 4,264	\$ 961	\$ 488	\$ 874	\$ 883
Interest cost	4,707	4,574	1,094	1,003	3,895	4,016
Expected return on assets	(11,611)	(10,640)	(681)	(695)		
Amortization of:						
Prior service cost (credit)	409	415		7	(164)	(164)
Actuarial loss	4,877	4,781	220	333	626	326
Net periodic benefit cost	\$ 2,389	\$ 3,394	\$ 1,594	\$ 1,136	\$ 5,231	\$ 5,061
<b>Six Months Ended June 30:</b>						
Net periodic benefit cost:						
Service cost	\$ 8,014	\$ 8,453	\$ 1,896	\$ 989	\$ 1,748	\$ 1,766
Interest cost	9,414	9,014	2,164	2,039	7,790	8,033
Expected return on assets	(23,221)	(21,155)	(1,346)	(1,410)		
Amortization of:						
Prior service cost (credit)	818	830		14	(328)	(328)
Actuarial loss	9,754	9,472	435	680	1,252	652
Net periodic benefit cost	\$ 4,779	\$ 6,614	\$ 3,149	\$ 2,312	\$ 10,462	\$ 10,123

For further details on the Company's health care, pension and other benefits, see Note 7 to the Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2010.

**NOTE 8 OTHER LONG-TERM LIABILITIES**

The Company initially provides for estimated costs of environmental-related activities relating to its past operations and third-party sites for which commitments or clean-up plans have been developed and when such costs can be reasonably estimated based on industry standards and professional judgment. These estimated costs are determined based on currently available facts regarding each site. If the best estimate of costs can only be identified as a range and no specific amount within that range can be determined more likely than any other amount within the range, the minimum of the range is provided. At June 30, 2011, the unaccrued maximum of the estimated range of possible outcomes is \$100.5 million higher than the minimum.

The Company continuously assesses its potential liability for investigation and remediation-related activities and adjusts its environmental-related accruals as information becomes available

**Table of Contents**

upon which more accurate costs can be reasonably estimated and as additional accounting guidelines are issued. Actual costs incurred may vary from these estimates due to the inherent uncertainties involved including, among others, the number and financial condition of parties involved with respect to any given site, the volumetric contribution which may be attributed to the Company relative to that attributed to other parties, the nature and magnitude of the wastes involved, the various technologies that can be used for remediation and the determination of acceptable remediation with respect to a particular site.

Included in Other long-term liabilities at June 30, 2011 and 2010 were accruals for extended environmental-related activities of \$87.5 million and \$92.8 million, respectively. Estimated costs of current investigation and remediation activities of \$60.0 million and \$64.7 million are included in Other accruals at June 30, 2011 and 2010, respectively. Four of the Company's currently and formerly owned manufacturing sites account for the majority of the accrual for environmental-related activities and the unaccrued maximum of the estimated range of possible outcomes at June 30, 2011. At June 30, 2011, \$108.9 million, or 73.8 percent of the total accrual, related directly to these four sites. In the aggregate unaccrued maximum of \$100.5 million at June 30, 2011, \$70.5 million, or 70.1 percent, related to the four manufacturing sites. While environmental investigations and remedial actions are in different stages at these sites, additional investigations, remedial actions and monitoring will likely be required at each site.

Management cannot presently estimate the ultimate potential loss contingencies related to these sites or other less significant sites until such time as a substantial portion of the investigation at the sites is completed and remedial action plans are developed. In the event any future loss contingency significantly exceeds the current amount accrued, the recording of the ultimate liability may result in a material impact on net income for the annual or interim period during which the additional costs are accrued. Management does not believe that any potential liability ultimately attributed to the Company for its environmental-related matters will have a material adverse effect on the Company's financial condition, liquidity, or cash flow due to the extended period of time during which environmental investigation and remediation takes place. An estimate of the potential impact on the Company's operations cannot be made due to the aforementioned uncertainties.

Management expects these contingent environmental-related liabilities to be resolved over an extended period of time. Management is unable to provide a more specific time frame due to the indefinite amount of time to conduct investigation activities at any site, the indefinite amount of time to obtain environmental agency approval, as necessary, with respect to investigation and remediation activities, and the indefinite amount of time necessary to conduct remediation activities.

For further details on the Company's Other long-term liabilities, see Note 9 to the Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2010.



**Table of Contents**

**NOTE 9 LITIGATION**

In the course of its business, the Company is subject to a variety of claims and lawsuits, including litigation relating to product liability and warranty, personal injury, environmental, intellectual property, commercial, contractual and antitrust claims that are inherently subject to many uncertainties regarding the possibility of a loss to the Company. These uncertainties will ultimately be resolved when one or more future events occur or fail to occur confirming the incurrence of a liability or the reduction of a liability. In accordance with the Contingencies Topic of the ASC, the Company accrues for these contingencies by a charge to income when it is both probable that one or more future events will occur confirming the fact of a loss and the amount of the loss can be reasonably estimated. In the event that the Company's loss contingency is ultimately determined to be significantly higher than currently accrued, the recording of the additional liability may result in a material impact on the Company's results of operations, liquidity or financial condition for the annual or interim period during which such additional liability is accrued. In those cases where no accrual is recorded because it is not probable that a liability has been incurred and cannot be reasonably estimated, any potential liability ultimately determined to be attributable to the Company may result in a material impact on the Company's results of operations, liquidity or financial condition for the annual or interim period during which such liability is accrued. In those cases where no accrual is recorded or exposure to loss exists in excess of the amount accrued, the Contingencies Topic of the ASC requires disclosure of the contingency when there is a reasonable possibility that a loss or additional loss may have been incurred if even the possibility may be remote.

**Lead pigment and lead-based paint litigation.** The Company's past operations included the manufacture and sale of lead pigments and lead-based paints. The Company, along with other companies, is and has been a defendant in a number of legal proceedings, including individual personal injury actions, purported class actions, and actions brought by various counties, cities, school districts and other government-related entities, arising from the manufacture and sale of lead pigments and lead-based paints. The plaintiffs' claims have been based upon various legal theories, including negligence, strict liability, breach of warranty, negligent misrepresentations and omissions, fraudulent misrepresentations and omissions, concert of action, civil conspiracy, violations of unfair trade practice and consumer protection laws, enterprise liability, market share liability, public nuisance, unjust enrichment and other theories. The plaintiffs seek various damages and relief, including personal injury and property damage, costs relating to the detection and abatement of lead-based paint from buildings, costs associated with a public education campaign, medical monitoring costs and others. The Company is also a defendant in legal proceedings arising from the manufacture and sale of non-lead-based paints that seek recovery based upon various legal theories, including the failure to adequately warn of potential exposure to lead during surface preparation when using non-lead-based paint on surfaces previously painted with lead-based paint. The Company believes that the litigation brought to date is without merit or subject to meritorious defenses and is vigorously defending such litigation. The Company has not settled any lead pigment or lead-based paint litigation. The Company expects that additional lead pigment and lead-based paint litigation may be filed against the Company in the future asserting similar or different legal theories and seeking similar or different types of damages and relief.

**Table of Contents**

Notwithstanding the Company's views on the merits, litigation is inherently subject to many uncertainties, and the Company ultimately may not prevail. Adverse court rulings or determinations of liability, among other factors, could affect the lead pigment and lead-based paint litigation against the Company and encourage an increase in the number and nature of future claims and proceedings. In addition, from time to time, various legislation and administrative regulations have been enacted, promulgated or proposed to impose obligations on present and former manufacturers of lead pigments and lead-based paints respecting asserted health concerns associated with such products or to overturn the effect of court decisions in which the Company and other manufacturers have been successful. Due to the uncertainties involved, management is unable to predict the outcome of the lead pigment and lead-based paint litigation, the number or nature of possible future claims and proceedings, or the effect that any legislation and/or administrative regulations may have on the litigation or against the Company. In addition, management cannot reasonably determine the scope or amount of the potential costs and liabilities related to such litigation, or resulting from any such legislation and regulations. The Company has not accrued any amounts for such litigation. With respect to such litigation, including the public nuisance litigation, the Company does not believe that it is probable that a loss has occurred, and it is not possible to estimate the range of potential losses as there is no prior history of a loss of this nature and there is no substantive information upon which an estimate could be based. In addition, any potential liability that may result from any changes to legislation and regulations cannot reasonably be estimated. In the event any significant liability is determined to be attributable to the Company relating to such litigation, the recording of the liability may result in a material impact on net income for the annual or interim period during which such liability is accrued. Additionally, due to the uncertainties associated with the amount of any such liability and/or the nature of any other remedy which may be imposed in such litigation, any potential liability determined to be attributable to the Company arising out of such litigation may have a material adverse effect on the Company's results of operations, liquidity or financial condition. An estimate of the potential impact on the Company's results of operations, liquidity or financial condition cannot be made due to the aforementioned uncertainties.

Public nuisance claim litigation. The Company and other companies are or were defendants in legal proceedings seeking recovery based on public nuisance liability theories, among other theories, brought by the State of Rhode Island, the City of St. Louis, Missouri, various cities and counties in the State of New Jersey, various cities in the State of Ohio and the State of Ohio, the City of Milwaukee, Wisconsin and the County of Santa Clara, California and other public entities in the State of California. Except for the Santa Clara County, California proceeding, all of these legal proceedings have been concluded in favor of the Company and other defendants at various stages in the proceedings. The proceedings initiated by the State of Rhode Island included two jury trials. At the conclusion of the second trial, the jury returned a verdict finding that (i) the cumulative presence of lead pigment in paints and coatings on buildings in the State of Rhode Island constitutes a public nuisance, (ii) the Company, along with two other defendants, caused or substantially contributed to the creation of the public nuisance, and (iii) the Company and two other defendants should be ordered to abate the public nuisance. The Company and two other defendants appealed and, on

**Table of Contents**

July 1, 2008, the Rhode Island Supreme Court, among other determinations, reversed the judgment of abatement with respect to the Company and two other defendants. The Rhode Island Supreme Court's decision reversed the public nuisance liability judgment against the Company on the basis that the complaint failed to state a public nuisance claim as a matter of law.

The Santa Clara County, California proceeding was initiated in March 2000 in the Superior Court of the State of California, County of Santa Clara. In the original complaint, the plaintiffs asserted various claims including fraud and concealment, strict product liability/failure to warn, strict product liability/design defect, negligence, negligent breach of a special duty, public nuisance, private nuisance, and violations of California's Business and Professions Code. A number of the asserted claims were resolved in favor of the defendants through pre-trial proceedings. The named plaintiffs in the Fourth Amended Complaint, filed on March 16, 2011, are the Counties of Santa Clara, Alameda, Los Angeles, Monterey, San Mateo, Solano and Ventura, and the Cities of Oakland, San Diego and San Francisco. The Fourth Amended Complaint asserts a sole claim for public nuisance, alleging that the presence of lead products for use in paint and coatings in, on and around buildings in the plaintiffs' jurisdictions constitutes a public nuisance. The plaintiffs seek the abatement of the alleged public nuisance that exists within the plaintiffs' jurisdictions.

Litigation seeking damages from alleged personal injury. The Company and other companies are defendants in a number of legal proceedings seeking monetary damages and other relief from alleged personal injuries. These proceedings include claims by children allegedly injured from ingestion of lead pigment or lead-containing paint, claims for damages allegedly incurred by the children's parents or guardians, and claims for damages allegedly incurred by professional painting contractors. These proceedings generally seek compensatory and punitive damages, and seek other relief including medical monitoring costs. These proceedings include purported claims by individuals, groups of individuals and class actions.

The plaintiff in *Thomas v. Lead Industries Association, et al.*, initiated an action in state court against the Company, other alleged former lead pigment manufacturers and the Lead Industries Association in September 1999. The claims against the Company and the other defendants include strict liability, negligence, negligent misrepresentation and omissions, fraudulent misrepresentation and omissions, concert of action, civil conspiracy and enterprise liability. Implicit within these claims is the theory of risk contribution liability (Wisconsin's theory which is similar to market share liability) due to the plaintiff's inability to identify the manufacturer of any product that allegedly injured the plaintiff. The case ultimately proceeded to trial and, on November 5, 2007, the jury returned a defense verdict, finding that the plaintiff had ingested white lead carbonate, but was not brain damaged or injured as a result. The plaintiff appealed and, on December 16, 2010, the Wisconsin Court of Appeals affirmed the final judgment in favor of the Company and other defendants.

Wisconsin is the only jurisdiction to date to apply a theory of liability with respect to alleged personal injury (i.e., risk contribution/market share liability) that does not require the plaintiff to identify the manufacturer of the product that allegedly injured the plaintiff in the lead pigment and lead-based paint litigation. Although the risk contribution liability theory was applied during the Thomas trial, the constitutionality of this theory as applied to the lead pigment cases has not

**Table of Contents**

been judicially determined by the Wisconsin state courts. However, in an unrelated action filed in the United States District Court for the Eastern District of Wisconsin, Gibson v. American Cyanamid, et al., on November 15, 2010, the District Court held that Wisconsin's risk contribution theory as applied in that case violated the defendants' right to substantive due process and is unconstitutionally retroactive.

Insurance coverage litigation. The Company and its liability insurers, including certain Underwriters at Lloyd's of London, initiated legal proceedings against each other to primarily determine, among other things, whether the costs and liabilities associated with the abatement of lead pigment are covered under certain insurance policies issued to the Company. The Company's action, filed on March 3, 2006 in the Common Pleas Court, Cuyahoga County, Ohio, is currently stayed. The liability insurers' action, which was filed on February 23, 2006 in the Supreme Court of the State of New York, County of New York, has been dismissed. An ultimate loss in the insurance coverage litigation would mean that insurance proceeds could be unavailable under the policies at issue to mitigate any ultimate abatement related costs and liabilities. The Company has not recorded any assets related to these insurance policies or otherwise assumed that proceeds from these insurance policies would be received in estimating any contingent liability accrual. Therefore, an ultimate loss in the insurance coverage litigation without a determination of liability against the Company in the lead pigment or lead-based paint litigation will have no impact on the Company's results of operation, liquidity or financial condition. As previously stated, however, the Company has not accrued any amounts for the lead pigment or lead-based paint litigation and any significant liability ultimately determined to be attributable to the Company relating to such litigation may result in a material impact on the Company's results of operations, liquidity or financial condition for the annual or interim period during which such liability is accrued.

**NOTE 10 OTHER**

*Other general (income) expense net*

Included in Other general (income) expense net were the following:

(Thousands of dollars)	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	<b>2011</b>	2010	<b>2011</b>	2010
Provisions for environmental matters net	<b>\$ (702)</b>	\$ 2,785	<b>\$ 4,650</b>	\$ 4,722
Loss (gain) on disposition of assets	<b>10</b>	2,681	<b>(4,399)</b>	2,922
Adjustments to prior provisions for qualified exit costs	<b>(6)</b>	(341)	<b>223</b>	(613)
Other general (income) expense net	<b>\$ (698)</b>	\$ 5,125	<b>\$ 474</b>	\$ 7,031

Provisions for environmental matters net represent site-specific increases or decreases to environmental-related accruals as information becomes available upon which more accurate costs can be reasonably estimated and as additional accounting guidelines are issued. Environmental-related accruals are not recorded net of insurance proceeds in accordance with the Offsetting Subtopic of the Balance Sheet Topic of the ASC. See Note 8 for further details on the Company's environmental-related activities.

**Table of Contents**

The loss (gain) on disposition of assets represents net realized losses (gains) associated with the disposal of fixed assets previously used in the conduct of the primary business of the Company.

The adjustments to prior provisions for qualified exit costs represent site specific increases or decreases to accrued qualified exit costs as adjustments for costs of employee terminations are required or as information becomes available upon which more accurate amounts can be reasonably estimated. See Note 6 for further details on the Company's exit or disposal activities.

*Other income net*

Included in Other income net were the following:

(Thousands of dollars)	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2011	2010	2011	2010
Dividend and royalty income	\$ (1,660)	\$ (1,527)	\$ (2,985)	\$ (2,493)
Net expense from financing activities	1,826	2,839	3,949	4,571
Foreign currency related losses (gains)	1,605	(8,376)	2,919	(2,374)
Other income	(5,019)	(2,816)	(8,336)	(4,924)
Other expense	3,191	325	4,444	2,463
Other income net	\$ (57)	\$ (9,555)	\$ (9)	\$ (2,757)

The net expense from financing activities includes the net expense relating to the change in the Company's financing fees.

Foreign currency related losses (gains) included foreign currency transaction gains and losses and realized and unrealized net gains from foreign currency option and forward contracts. The Company had foreign currency option and forward contracts outstanding at June 30, 2011 and 2010. All of the outstanding contracts had maturity dates of less than twelve months and were undesignated hedges with changes in fair value being recognized in earnings in accordance with the Derivatives and Hedging Topic of the ASC. These derivative instrument values were included in either Other current assets or Other accruals and were insignificant at June 30, 2011 and 2010.

Other income and Other expense included items of revenue, gains, expenses and losses that were unrelated to the primary business purpose of the Company. Each individual item within the other income or other expense caption was immaterial; no single category of items exceeded \$1.0 million.

**NOTE 11 INCOME TAXES**

The effective tax rate was 30.3 percent and 29.7 percent for the second quarter and first six months of 2011, respectively, and 29.9 percent and 32.8 percent for the second quarter and the first six months of 2010, respectively. The decrease in the effective tax rate for the first six months of 2011 compared to 2010 was primarily due to the impact of an \$11.4 million Federal and State income tax charge in the first six months of 2010 related to the Patient Protection and

**Table of Contents**

Affordable Care Act and the Health Care and Education Reconciliation Act signed into law in March 2010. At December 31, 2010, the Company had \$31.3 million in unrecognized tax benefits, the recognition of which would have an effect of \$27.4 million on the current provision for income taxes. Included in the balance of unrecognized tax benefits at December 31, 2010, was \$6.0 million related to tax positions for which it is reasonably possible that the total amounts could significantly change during the next twelve months. This amount represents a decrease in unrecognized tax benefits comprised of items related to assessed state income tax audits, state settlement negotiations currently in progress and expiring statutes in foreign jurisdictions.

The Company classifies all income tax related interest and penalties as income tax expense. At December 31, 2010, the Company had accrued \$10.2 million for the potential payment of income tax interest and penalties.

There were no significant changes to any of the balances of unrecognized tax benefits at December 31, 2010 during the first six months of 2011.

The Company and its subsidiaries file income tax returns in the U.S. federal jurisdiction, and various state and foreign jurisdictions. Other than as noted below, the Internal Revenue Service (IRS) substantially completed the audit of the 2004 and 2005 tax years. The IRS commenced an examination of the Company's U.S. income tax returns for the 2006 and 2007 tax years in the fourth quarter of 2008. Fieldwork was completed during the fourth quarter of 2010. At this time, the Company has determined that an insignificant payment is due.

The Company disclosed in its 2010 Annual Report on Form 10-K and in previous filings that the IRS is auditing the Company's federal tax returns for the 2004 through 2007 years for income taxes and the 2003 through 2008 years for excise taxes. The IRS subsequently added the 2009 year to its audit for excise taxes. The IRS is auditing transactions related to the Company's ESOP (the Leveraged ESOP Transactions). The Leveraged ESOP Transactions were implemented on August 27, 2003 and August 1, 2006. (See Note 12 of the Company's 2010 Annual Report.) At various times, principal and interest on the debt related to the transactions was forgiven as a mechanism for funding Company contributions of elective deferrals and matching contributions to the ESOP. The Company claimed income tax deductions for the forgiven principal and interest on the debt along with dividends. The benefit of the tax deductions related to forgiven principal and interest was reflected in equity and did not flow through the provision for income taxes.

As the Company disclosed in its current report on Form 8-K filed on May 23, 2011, the Company received on May 20, 2011 Notices of Proposed Adjustment from the IRS challenging the ESOP related federal income tax deductions claimed by the Company and proposing substantial excise taxes and penalties. The amount of federal income tax deductions challenged by the IRS with respect to the Leveraged ESOP Transactions for the years under audit is \$418.7 million; the corresponding federal tax savings realized by the Company was \$146.5 million. Deductions consistent with the IRS challenge were claimed and federal income tax savings were realized in years subsequent to the audit periods in the amounts of \$99.2 million and \$34.7

**Table of Contents**

million, respectively, related to the Leveraged ESOP Transactions. The Company believes that the IRS's proposed adjustments are incorrect, intends to vigorously defend its positions and is examining various procedural alternatives for resolution of this matter. Given the nature of these procedures, the Company is unable to predict with certainty the ultimate outcome or whether it will be required to make material payments of tax, interest and penalties to the IRS. During the IRS's examination of the transactions, it requested the Department of Labor to also review the transactions. Following the Department of Labor's initial examination, it is coordinating its response with the IRS. The Company has retained counsel to assist with the audit process and to respond to any claims or assessments the IRS or Department of Labor issues. No accrual has been made for any contingency related to the Leveraged ESOP Transactions.

As of June 30, 2011, the Company is subject to non-U.S. income tax examinations for the tax years of 2004 through 2010. In addition, the Company is subject to state and local income tax examinations for the tax years 2001 through 2010.

**Table of Contents****NOTE 12 NET INCOME PER COMMON SHARE**

(Thousands of dollars except per share data)	Three Months Ended June 30,		Six Months Ended June 30,	
	<b>2011</b>	2010	<b>2011</b>	2010
Basic				
Average common shares outstanding	<b>104,676,477</b>	107,686,335	<b>104,833,745</b>	107,822,967
Net income	\$ <b>179,115</b>	\$ 181,706	\$ <b>247,431</b>	\$ 214,309
Less net income allocated to unvested restricted shares	<b>(2,039)</b>	(1,983)	<b>(2,709)</b>	(2,186)
Net income allocated to common shares	\$ <b>177,076</b>	\$ 179,723	\$ <b>244,722</b>	\$ 212,123
Basic net income per common share	\$ <b>1.69</b>	\$ 1.67	\$ <b>2.33</b>	\$ 1.97
Diluted				
Average common shares outstanding	<b>104,676,477</b>	107,686,335	<b>104,833,745</b>	107,822,967
Stock options and other contingently issuable shares <sup>(1)</sup>	<b>2,199,984</b>	2,146,317	<b>2,270,280</b>	1,637,652
Average common shares outstanding assuming dilution	<b>106,876,461</b>	109,832,652	<b>107,104,025</b>	109,460,619
Net income	\$ <b>179,115</b>	\$ 181,706	\$ <b>247,431</b>	\$ 214,309
Less net income allocated to unvested restricted shares assuming dilution	<b>(2,004)</b>	(1,950)	<b>(2,666)</b>	(2,154)
Net income allocated to common shares assuming dilution	\$ <b>177,111</b>	\$ 179,756	\$ <b>244,765</b>	\$ 212,155
Diluted net income per common share	\$ <b>1.66</b>	\$ 1.64	\$ <b>2.29</b>	\$ 1.94

<sup>(1)</sup> Stock options and other contingently issuable shares excludes 0.1 million shares for the six months ended June 30, 2011 and June 30, 2010 due to their anti-dilutive effect. There were 0.1 million shares excluded due to their anti-dilutive effect for the three months ended June 30, 2011 and none for the three months ended June 30, 2010.

The Company has two classes of participating securities: common shares and restricted shares, representing 99% and 1% of outstanding shares, respectively. The restricted shares are shares of unvested restricted stock granted under the Company's restricted stock award program. Unvested restricted shares granted prior to April 21, 2010 received non-forfeitable dividends, and the shares are therefore considered a participating security. Effective April 21, 2010, the restricted stock award program was revised and dividends on performance-based restricted shares granted after this date are deferred and payment is contingent upon the awards vesting. Only the time-based restricted shares, which



continue to receive non-forfeitable dividends, are considered a participating security. Basic and diluted earnings per share are calculated using the two-class method in accordance with the Earnings Per Share Topic of the ASC.

**Table of Contents****NOTE 13 REPORTABLE SEGMENT INFORMATION**

The Company reports segment information in the same way that management internally organizes its business for assessing performance and making decisions regarding allocation of resources in accordance with the Segment Disclosures Topic of the ASC. Two operating segments are aggregated to form the Global Finishes Group Reportable Operating Segment (GFG) in accordance with the quantitative thresholds within ASC 280-10-50-12. Management is closely monitoring the quantitative thresholds and the performance trends within GFG on an ongoing basis. Revised Reportable Operating Segments will be established if quantitative thresholds are exceeded for a sustained basis.

(Thousands of dollars)

	Three Months Ended June 30, 2011				
	Paint Stores Group	Consumer Group	Global Finishes Group	Administrative	Consolidated Totals
Net external sales	\$ 1,299,047	\$ 375,634	\$ 678,871	\$ 1,199	\$ 2,354,751
Intersegment transfers		576,422	6,621	(583,043)	
Total net sales and intersegment transfers	\$ 1,299,047	\$ 952,056	\$ 685,492	\$ (581,844)	\$ 2,354,751
Segment profit	\$ 206,631	\$ 61,371*	\$ 46,070		\$ 314,072
Interest expense				\$ (11,747)	(11,747)
Administrative expenses and other				(45,309)	(45,309)
Income before income taxes	\$ 206,631	\$ 61,371	\$ 46,070	\$ (57,056)	\$ 257,016

	Three Months Ended June 30, 2010				
	Paint Stores Group	Consumer Group	Global Finishes Group	Administrative	Consolidated Totals
Net external sales	\$ 1,244,979	\$ 410,216	\$ 486,547	\$ 1,322	\$ 2,143,064
Intersegment transfers		515,886	4,542	(520,428)	
Total net sales and intersegment transfers	\$ 1,244,979	\$ 926,102	\$ 491,089	\$ (519,106)	\$ 2,143,064
Segment profit	\$ 211,959	\$ 80,694*	\$ 39,954		\$ 332,607
Interest expense				\$ (26,340)	(26,340)
Administrative expenses and other				(47,019)	(47,019)
Income before income taxes	\$ 211,959	\$ 80,694	\$ 39,954	\$ (73,359)	\$ 259,248

\* Segment profit includes \$6,861 and \$6,402 of mark-up on intersegment transfers realized as a result of external sales by the Paint Stores Group during the second quarter of 2011 and 2010, respectively.



**Table of Contents**

	Six Months Ended June 30, 2011				
	Paint Stores Group	Consumer Group	Global Finishes Group	Administrative	Consolidated Totals
Net external sales	\$ 2,228,314	\$ 670,564	\$ 1,309,037	\$ 2,422	\$ 4,210,337
Intersegment transfers		994,570	12,492	(1,007,062)	
Total net sales and intersegment transfers	\$ 2,228,314	\$ 1,665,134	\$ 1,321,529	\$ (1,004,640)	\$ 4,210,337
Segment profit	\$ 275,488	\$ 102,462**	\$ 82,880		\$ 460,830
Interest expense				\$ (22,422)	(22,422)
Administrative expenses and other				(86,679)	(86,679)
Income before income taxes	\$ 275,488	\$ 102,462	\$ 82,880	\$ (109,101)	\$ 351,729

	Six Months Ended June 30, 2010				
	Paint Stores Group	Consumer Group	Global Finishes Group	Administrative	Consolidated Totals
Net external sales	\$ 2,095,892	\$ 702,365	\$ 907,646	\$ 2,643	\$ 3,708,546
Intersegment transfers		869,722	8,999	(878,721)	
Total net sales and intersegment transfers	\$ 2,095,892	\$ 1,572,087	\$ 916,645	\$ (876,078)	\$ 3,708,546
Segment profit	\$ 259,715	\$ 118,159**	\$ 62,956		\$ 440,830
Interest expense				\$ (37,909)	(37,909)
Administrative expenses and other				(84,214)	(84,214)
Income before income taxes	\$ 259,715	\$ 118,159	\$ 62,956	\$ (122,123)	\$ 318,707

\*\* Segment profit includes \$11,809 and \$10,421 of mark-up on intersegment transfers realized as a result of external sales by the Paint Stores Group during the first six months of 2011 and 2010, respectively.

In the reportable segment financial information, Segment profit was total net sales and intersegment transfers less operating costs and expenses. Domestic intersegment transfers were accounted for at the approximate fully absorbed manufactured cost, based on normal capacity volumes, plus customary distribution costs. International intersegment transfers were accounted for at values comparable to normal unaffiliated customer sales. The Administrative segment includes the administrative expenses of the Company's corporate headquarters site. Also included in the Administrative segment was interest expense, interest and investment income, certain expenses related to closed facilities and environmental-related matters, and other expenses which were not directly associated with the Reportable Operating Segments. The Administrative segment did not include any significant foreign operations. Also

included in the Administrative segment was a real estate management unit that is responsible for the ownership, management and leasing of non-retail properties held primarily for use by the Company, including the Company's headquarters site, and disposal of idle facilities. Sales of this segment represented external leasing revenue of excess headquarters space or leasing of facilities no longer used by the Company in its primary businesses. Gains and losses from the sale of property were not a significant operating factor in determining the performance of the Administrative segment.

Net external sales and segment profit of all consolidated foreign subsidiaries were \$507.1 million and \$34.4 million, respectively, for the second quarter of 2011, and \$337.4 million and \$24.0

**Table of Contents**

million, respectively, for the second quarter of 2010. Net external sales and segment profit of these subsidiaries were \$977.1 million and \$61.8 million, respectively, for the first six months of 2011, and \$619.1 million and \$48.2 million, respectively, for the first six months of 2010. Long-lived assets of these subsidiaries totaled \$671.1 million and \$271.4 million at June 30, 2011 and June 30, 2010, respectively. Domestic operations accounted for the remaining net external sales, segment profits and long-lived assets. No single geographic area outside the United States was significant relative to consolidated net external sales, income before taxes, or consolidated long-lived assets. Export sales and sales to any individual customer were each less than 10 percent of consolidated sales to unaffiliated customers during all periods presented.

**NOTE 14 ACQUISITIONS**

Effective July 1, 2011, the Company acquired Leighs Paints. Headquartered in Bolton, United Kingdom, Leighs Paints is one of the leading industrial fire protection coatings manufacturers in the world, with a growing global platform driven by technology innovation and quality products. The acquisition will strengthen the Global Finishes Group's growing global platform.

Effective October 1, 2010, the Company acquired Pinturas Condor S.A. (Pinturas Condor), the leading paint and coatings company in Ecuador. Pinturas Condor develops and manufactures products to the architectural, industrial and automotive vehicle refinish markets and sells them to a combination of company-owned paint stores and exclusive dealers. Included in the Global Finishes Group, Pinturas Condor strengthens the Company's product finish market position in Ecuador.

Effective September 1, 2010, the Company acquired Becker Industrial Products AB (Acroma). Headquartered in Stockholm, Sweden, Acroma is one of the largest manufacturers of industrial wood coatings globally and a technology leader in water, UV and other wood coatings. The acquisition strengthens the Global Finishes Group's growing global platform for product finishes.

Effective April 1, 2010, the Company acquired Sayerlack Industrial Coatings (Sayerlack). Headquartered in Pianoro, Italy, Sayerlack is a leading coatings innovator in the joinery, furniture and cabinets markets. The acquisition strengthens the Global Finishes Group's growing global platform for product finishes.

The aggregate consideration paid for Pinturas Condor, Acroma and Sayerlack was \$298.2 million, net of cash acquired. All three acquisitions resulted in the recognition of goodwill and intangible assets.

The following unaudited pro-forma summary presents consolidated financial information as if Pinturas Condor, Acroma and Sayerlack had been acquired as of the beginning of each period presented. The pro-forma consolidated financial information does not necessarily reflect the actual results that would have occurred had the acquisitions taken place on January 1, 2010 or of

**Table of Contents**

future results of operations of the combined companies under ownership and operation of the Company.

(Thousands of dollars except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
Net sales	\$ 2,354,751	\$ 2,237,528	\$ 4,211,127	\$ 3,932,805
Net income	179,115	185,761	247,562	220,653
Net income per common share:				
Basic	\$ 1.69	\$ 1.71	\$ 2.34	\$ 2.03
Diluted	\$ 1.66	\$ 1.67	\$ 2.29	\$ 2.00

**NOTE 15 FAIR VALUE MEASUREMENTS**

The Fair Value Measurements and Disclosures Topic of the ASC applies to the Company's financial and non-financial assets and liabilities. The guidance applies when other standards require or permit the fair value measurement of assets and liabilities. It does not expand the use of fair value measurements. The Company did not have any fair value measurements for its non-financial assets and liabilities during the second quarter. The following table presents the Company's financial assets and liabilities that are measured at fair value on a recurring basis, categorized using the fair value hierarchy:

(Thousands of dollars)	Fair Value at June 30, 2011	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Deferred compensation plan asset <sup>(1)</sup>	\$ 18,798	\$ 16,032	\$ 2,766	
Total assets at fair value	\$ 18,798	\$ 16,032	\$ 2,766	
Liabilities:				
Deferred compensation plan liability <sup>(2)</sup>	\$ 22,691	\$ 22,691		
Total liabilities at fair value	\$ 22,691	\$ 22,691		

(1) The deferred compensation plan asset consists of the investment funds maintained for the future payments under the Company's executive deferred compensation plan, which is structured as a rabbi trust. The investments are marketable securities accounted for under the Debt and Equity Securities Topic of the ASC. The level 1 investments are valued using quoted market prices multiplied by the number of shares. The level 2 investments are valued based on vendor or broker models. The cost basis of the investment funds is \$18,639.

(2) The deferred compensation plan liability is the Company's liability under its executive deferred compensation plan. The liability represents the fair value of the participant shadow accounts, and the value is based on quoted market prices.

**NOTE 16 FINANCIAL INSTRUMENTS**

The table below summarizes the carrying amount and fair value of the Company's publicly traded debt and non-publicly traded debt in accordance with the Fair Value Measurements and

22

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**Table of Contents**

Disclosures Topic of the ASC. The fair values of the Company's publicly traded debt are based on quoted market prices. The fair values of the Company's non-traded debt are estimated using discounted cash flow analyses, based on the Company's current incremental borrowing rates for similar types of borrowing arrangements.

(Thousands of dollars)

	June 30, 2011		June 30, 2010	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Publicly traded debt	\$ 632,400	\$ 676,031	\$ 686,990	\$ 740,514
Non-traded debt	21,362	20,309	22,094	21,094

On July 8, 2011, the Company entered into a new five-year \$1.050 billion credit agreement, which replaces the existing three-year \$500.0 million credit agreement. The new credit agreement may be used for general corporate purposes, including financing working capital requirements and supporting commercial paper borrowings.

During the second quarter of 2010, the Company repurchased \$84.9 million of its publicly traded 7.45% debentures due 2097. At June 30, 2010, call warrants with a cost of \$8.9 million that carry rights to call another \$51.6 million of the 7.45% debentures were recorded in Other current assets. These call warrants were designated as a fair value hedge under ASC 815 against changes in value related to the notional amount of \$51.6 million of the 7.45% debentures.

Gains or losses are recognized in earnings in the period of the change together with the offsetting gains or losses on the hedged item attributed to the risk being hedged. The objective of the hedge is to protect the related debentures against changes in redemption value due to changes in long-term interest rates and credit ratings. At June 30, 2010, the fair value of the call warrants increased by \$3.2 million, and the related debenture fair value liability increased by a similar amount. The balance sheet carrying values of the call warrants and the related debentures were adjusted to reflect these changes in value.

**NOTE 17 NON-TRADED INVESTMENTS**

The Company has invested in the U.S. affordable housing and historic renovation real estate markets. These non-traded investments have been identified as variable interest entities. However, because the Company does not have the power to direct the day-to-day operations of the investments and the risk of loss is limited to the amount of contributed capital, the Company is not considered the primary beneficiary. In accordance with the Consolidation Topic of the ASC, the investments are not consolidated. The Company uses the effective yield method to determine the carrying value of the investments. Under the effective yield method, the initial cost of the investments is amortized over the period that the tax credits are recognized. The carrying amount of the investments, included in Other assets, was \$215.8 million and \$111.3 million at June 30, 2011 and 2010, respectively. The liability for estimated future capital contributions to the investments was \$190.0 million and \$69.7 million at June 30, 2011 and 2010, respectively.

**Table of Contents**

**NOTE 18 CAPITAL STOCK**

Effective March 31, 2011, the Company retired all of its 125.4 million common stock shares held in treasury, which resulted in decreases in Treasury stock, Common stock and Retained earnings of \$4.5 billion, \$0.1 billion and \$4.4 billion, respectively.

**Table of Contents**

**Item 2. MANAGEMENT'S DISCUSSION AND  
ANALYSIS OF FINANCIAL CONDITION AND  
RESULTS OF OPERATIONS**

**SUMMARY**

The Sherwin-Williams Company, founded in 1866, and its consolidated wholly owned subsidiaries (collectively, the Company ) are engaged in the development, manufacture, distribution and sale of paint, coatings and related products to professional, industrial, commercial and retail customers primarily in North and South America with additional operations in the Caribbean region, Europe and Asia. The Company is structured into three reportable operating segments Paint Stores Group, Consumer Group and Global Finishes Group (collectively, the Reportable Operating Segments ) and an Administrative segment in the same way it is internally organized for assessing performance and making decisions regarding allocation of resources. See pages 6 through 13 and Note 19, on pages 74 through 77, in the Company's Annual Report on Form 10-K for the year ended December 31, 2010 for more information concerning the Reportable Operating Segments.

The Company's financial condition, liquidity and cash flow remained stable through the first six months of 2011 in spite of soft domestic demand, increased global raw material costs and continued tight credit markets. Net working capital decreased \$58.0 million at June 30, 2011 compared to the end of the second quarter of 2010 due to a significant increase in current liabilities partially offset by a significant increase in current assets. The Company has been able to arrange sufficient short-term borrowing capacity at reasonable rates even as credit markets remain tight, and the Company has sufficient total available borrowing capacity to fund its current operating needs. Net operating cash decreased \$128.3 million in six months of 2011 to a cash source of \$108.2 million from a cash source of \$236.5 million in 2010. In the twelve month period from July 1, 2010 through June 30, 2011, the Company generated net operating cash of \$578.3 million.

Consolidated net sales increased 9.9 percent in the second quarter to \$2.355 billion from \$2.143 billion in the second quarter of 2010, and increased 13.5 percent in the first six months of 2011 to \$4.210 billion from \$3.709 billion in the first six months of 2010 due primarily to selling price increases, acquisitions and strong organic sales growth by the Global Finishes Group. Consolidated gross profit as a percent of consolidated net sales decreased in the second quarter to 43.4 percent from 45.4 percent in 2010 and decreased to 43.2 percent from 44.9 percent in the first six months due primarily to rising raw material costs and acquisitions partially offset by selling price increases. Selling, general and administrative expenses (SG&A) decreased as a percent of consolidated net sales to 32.1 percent from 32.3 percent in the second quarter of 2010 and decreased to 34.4 percent from 35.2 percent in the first six months due primarily to good expense control across all Reportable Operating Segments. Interest expense decreased \$14.6 million in the second quarter and decreased \$15.5 million in the first six months of 2011 due primarily to costs related to the repurchase of a portion of the Company's 7.45% debentures completed in the second quarter 2010. The effective income tax rate for second quarter 2011 was 30.3 percent compared to 29.9 percent in 2010, and the rate for the first six months of 2011 was 29.7 percent compared to 32.8 percent in 2010, including a one-time increase in income tax

**Table of Contents**

expense of \$11.4 million relating to the Patient Protection and Affordable Care Act and the Health Care and Education Reconciliation Act of 2010 (the Acts ) passed by Congress in March 2010. Diluted net income per common share increased to \$1.66 per share for the second quarter of 2011 from \$1.64 per share a year ago, including a charge of \$.08 per share relating to repurchase of debentures, and increased to \$2.29 per share from \$1.94 per share in the first six months, including charges aggregating \$.18 per share related to the repurchasing of debentures and the Acts.

**CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

The preparation and fair presentation of the consolidated unaudited interim financial statements and accompanying notes included in this report are the responsibility of management. The financial statements and footnotes have been prepared in accordance with U.S. generally accepted accounting principles for interim financial statements and contain certain amounts that were based upon management's best estimates, judgments and assumptions that were believed to be reasonable under the circumstances. Management considered the impact of the uncertain economic environment and utilized certain outside sources of economic information when developing the basis for their estimates and assumptions. The impact of the global economic conditions on the estimates and assumptions used by management was believed to be reasonable under the circumstances. Management used assumptions based on historical results, considering the current economic trends, and other assumptions to form the basis for determining appropriate carrying values of assets and liabilities that were not readily available from other sources. Actual results could differ from those estimates. Also, materially different amounts may result under materially different conditions, materially different economic trends or from using materially different assumptions. However, management believes that any materially different amounts resulting from materially different conditions or material changes in facts or circumstances are unlikely to significantly impact the current valuation of assets and liabilities that were not readily available from other sources.

A comprehensive discussion of the Company's critical accounting policies and management estimates and significant accounting policies followed in the preparation of the financial statements is included in Management's Discussion and Analysis of Financial Condition and Results of Operations and in Note 1, on pages 46 through 50, in the Company's Annual Report on Form 10-K for the year ended December 31, 2010. There have been no significant changes in critical accounting policies, management estimates or accounting policies followed since the year ended December 31, 2010.

**FINANCIAL CONDITION, LIQUIDITY AND CASH FLOW**

***Overview***

The Company's financial condition, liquidity and cash flow remained stable through the first six months of 2011 in spite of soft domestic demand, increased global raw material costs and continued tight credit markets. Net working capital decreased \$58.0 million at June 30, 2011 compared to the end of the second quarter of 2010 due to a significant increase in current liabilities partially offset by a significant increase in current assets. Inventories increased \$273.2 million and accounts receivable increased \$197.5 million. All other current assets increased \$27.6 million. Short-term borrowings increased \$371.6 million and accounts payable increased

**Table of Contents**

\$138.2 million from June 30, 2010. All other current liabilities increased \$46.5 million. Excluding short-term borrowings, net working capital increases were impacted by increased sales, higher raw material costs, foreign currency exchange rate changes, and acquisitions. The Company has been able to arrange sufficient short-term borrowing capacity at reasonable rates even as credit markets remain tight, and the Company has sufficient total available borrowing capacity to fund its current operating needs. In the first six months of 2011, short-term borrowings increased \$182.5 million and accounts payable increased \$109.7 million from December 31, 2010 due to the seasonal increase in need for working capital and higher raw material costs, and all other current liabilities increased \$33.7 million. Since June 30, 2010, accounts receivable and inventories increased \$470.7 million due primarily to acquisitions and increased sales and raw material costs. The remaining current assets increased \$27.6 million. Accounts receivable and inventories increased \$416.5 million from December 31, 2010 to June 30, 2011 when normal seasonal trends typically require significant growth in these categories. The Company's current ratio was 1.10 at June 30, 2011 compared to 1.17 at June 30, 2010 and 1.07 at December 31, 2010. Total debt at June 30, 2011 increased \$316.3 million to \$1.225 billion from \$908.6 million at June 30, 2010 and increased as a percentage of total capitalization to 41.2 percent from 37.2 percent at the end of the second quarter last year. Total debt increased \$180.1 million and increased from 39.4 percent of total capitalization at December 31, 2010. At June 30, 2011, the Company had remaining borrowing ability of \$750.3 million. Net operating cash decreased \$128.3 million in six months of 2011 to a cash source of \$108.2 million from a cash source of \$236.5 million in 2010 primarily due to an increase in cash used to fund the seasonal increase in net working capital requirements resulting from acquisitions and higher sales partially offset by an increase in net income of \$33.1 million. In the twelve month period from July 1, 2010 through June 30, 2011, the Company generated net operating cash of \$578.3 million and increased total debt \$316.3 million used to invest \$146.6 million in capital additions and improvements and \$251.7 million in acquisitions, purchase \$332.9 million in treasury stock and pay \$155.5 million in cash dividends to its shareholders of common stock.

***Net Working Capital, Debt and Other Long-Term Assets and Liabilities***

Cash and cash equivalents increased \$13.0 million during the first six months of 2011. Cash requirements for increased sales and normal seasonal increases in working capital, capital expenditures of \$68.9 million, acquisitions of \$2.6 million, payments made on long-term debt of \$33.4 million, payments of cash dividends of \$77.8 million and treasury stock purchases of \$132.7 million were funded primarily by net cash from operations and net increase in short-term borrowings of \$182.5 million. At June 30, 2011, the Company's current ratio was 1.10 compared to 1.07 at December 31, 2010 and 1.17 a year ago. The increase in the current ratio was primarily due to the increase in accounts receivable and inventories more than offsetting increases in accounts payable and short-term borrowings since year-end. The decrease from a year ago was due primarily to the year-over-year increase in short-term borrowings and accounts payable more than offsetting increases in accounts receivable and inventories.

Goodwill and intangible assets increased \$10.5 million from December 31, 2010 and increased \$145.1 million from June 30, 2010. The net increase during the first six months of 2011 was due primarily to foreign currency translation of \$14.8 million, capitalization of software of \$7.7 million and acquisitions of \$1.1 million partially offset by amortization of \$13.1 million. The net increase over the twelve-month period from June 30, 2010 resulted from acquisitions of \$131.1

**Table of Contents**

million, foreign currency translation of \$35.8 million, and capitalization of software of \$17.6 million partially offset by amortization of \$34.9 million and impairments of \$4.5 million. See Note 5, on pages 51 to 53, in the Company's Annual Report on Form 10-K for the year ended December 31, 2010 for more information concerning goodwill and intangible assets.

Deferred pension assets increased \$4.8 million during the first six months of 2011 and increased \$4.2 million from June 30, 2010. The increases during the first six months and the last twelve months were due primarily to increases in the fair market value of equity securities held by the Company's defined benefit pension plans. See Note 7, on pages 56 to 62, in the Company's Annual Report on Form 10-K for the year ended December 31, 2010 for more information concerning the Company's benefit plan assets.

Other assets at June 30, 2011 increased \$18.6 million in the first six months of 2011 and \$115.2 million from a year ago due primarily to increased investments in affordable housing and historic renovation real estate properties along with increases in various other investments during both time periods.

Net property, plant and equipment increased \$6.2 million in the first six months of 2011 and increased \$130.8 million in the twelve months since June 30, 2010. The increase in the first six months was primarily due to capital expenditures of \$68.9 million and acquisitions of \$1.2 million partially offset by depreciation expense of \$74.8 million and changes in currency translation rates. Since June 30, 2010, capital expenditures of \$146.6 million and acquisitions of \$116.1 million were partially offset by depreciation expense of \$148.9 million, dispositions of assets with remaining net book value of \$13.8 million, and changes in currency translation rates. Capital expenditures during the first six months of 2011 primarily represented expenditures associated with improvements and normal equipment replacement in manufacturing and distribution facilities in the Consumer Group and normal equipment replacement in the Paint Stores and Global Finishes Groups.

Short-term borrowings related to the Company's domestic commercial paper program outstanding were \$371.0 million at an average rate of 0.19 percent at June 30, 2011. There were no borrowings under certain other short-term revolving and letter of credit agreements at June 30, 2011. Short-term borrowings outstanding under various foreign programs at June 30, 2011 were \$200.1 million with a weighted average interest rate of 3.7 percent. The Company had unused capacity of \$129.0 million at June 30, 2011 under the commercial paper program that is backed by the Company's revolving credit agreement. The Company also has an additional \$500.0 million in capacity under the existing revolving and letter of credit facilities. There were no significant changes in long-term debt during the first six months of 2011. However, the Company entered into a new five-year \$1.05 billion credit agreement on July 8, 2011, which replaces the existing three-year \$500.0 million credit agreement. The new credit agreement may be used for general corporate purposes, including financial working capital requirements and supporting commercial paper borrowings. See Note 8, on pages 62 through 64, in the Company's Annual Report on Form 10-K for the year ended December 31, 2010 for more information concerning the Company's debt.

**Table of Contents**

Long-term liabilities for postretirement benefits other than pensions did not change significantly from December 31, 2010 and increased \$12.1 million from June 30, 2010. The increase in the liability was due to the increase in the actuarially determined postretirement benefit obligation resulting from changes in actuarial assumptions and unfavorable claims experience. See Note 7, on pages 56 to 62, in the Company's Annual Report on Form 10-K for the year ended December 31, 2010 for more information concerning the Company's benefit plan obligations.

Other long-term liabilities at June 30, 2011 increased \$4.5 million in the first six months of 2011, due primarily to an increase of \$9.1 million in non-current and deferred tax liabilities, and increased \$165.1 million from a year ago. The increase of \$165.1 million from a year ago was due primarily to an increase in long-term commitments related to the affordable housing and historic renovation real estate properties of \$103.1 million and an increase in non-current and deferred tax liabilities of \$71.0 million partially offset by a reduction in long-term accruals for extended environmental-related liabilities of \$5.3 million. See Note 1, on pages 46 to 50, in the Company's Annual Report on Form 10-K for the year ended December 31, 2010 for more information concerning the Company's Non-traded investments.

***Environmental-Related Liabilities***

The operations of the Company, like those of other companies in the same industry, are subject to various federal, state and local environmental laws and regulations. These laws and regulations not only govern current operations and products, but also impose potential liability on the Company for past operations. Management expects environmental laws and regulations to impose increasingly stringent requirements upon the Company and the industry in the future. Management believes that the Company conducts its operations in compliance with applicable environmental laws and regulations and has implemented various programs designed to protect the environment and promote continued compliance.

Depreciation of capital expenditures and other expenses related to ongoing environmental compliance measures were included in the normal operating expenses of conducting business. The Company's capital expenditures, depreciation and other expenses related to ongoing environmental compliance measures were not material to the Company's financial condition, liquidity, cash flow or results of operations during the first six months of 2011. Management does not expect that such capital expenditures, depreciation and other expenses will be material to the Company's financial condition, liquidity, cash flow or results of operations in 2011.

The Company is involved with environmental investigation and remediation activities at some of its currently and formerly owned sites (including sites which were previously owned and/or operated by businesses acquired by the Company). In addition, the Company, together with other parties, has been designated a potentially responsible party under federal and state environmental protection laws for the investigation and remediation of environmental contamination and hazardous waste at a number of third-party sites, primarily Superfund sites. The Company may be similarly designated with respect to additional third-party sites in the future.

The Company accrues for estimated costs of investigation and remediation activities at its currently and formerly owned sites and third party sites for which commitments or clean-up plans have been developed and when such costs can be reasonably estimated based on industry

**Table of Contents**

standards and professional judgment. These estimated costs are based on currently available facts regarding each site. The Company accrues a specific estimated amount when such an amount and a time frame in which the costs will be incurred can be reasonably determined. If the best estimate of costs can only be identified as a range and no specific amount within that range can be determined more likely than any other amount within the range, the minimum of the range is accrued by the Company in accordance with applicable accounting rules and interpretations. The Company continuously assesses its potential liability for investigation and remediation activities and adjusts its environmental-related accruals as information becomes available upon which more accurate costs can be reasonably estimated. At June 30, 2011 and 2010, the Company had accruals for environmental-related activities of \$147.5 million and \$157.5 million, respectively.

Due to the uncertainties of the scope and magnitude of contamination and the degree of investigation and remediation activities that may be necessary at certain currently or formerly owned sites and third party sites, it is reasonably likely that further extensive investigations may be required and that extensive remedial actions may be necessary not only on such sites but on adjacent properties. Depending on the extent of the additional investigations and remedial actions necessary, the Company's ultimate liability may result in costs that are significantly higher than currently accrued. If the Company's future loss contingency is ultimately determined to be at the maximum of the range of possible outcomes for every site for which costs can be reasonably estimated, the Company's aggregate accruals for environmental-related activities would be \$100.5 million higher than the accruals at June 30, 2011.

Four of the Company's currently and formerly owned sites accounted for the majority of the accruals for environmental-related activities and the unaccrued maximum of the estimated range of possible outcomes at June 30, 2011. At June 30, 2011, \$108.9 million, or 73.8 percent, related directly to these four sites. Of the aggregate unaccrued exposure at June 30, 2011, \$70.5 million, or 70.1 percent, related to the four sites. While environmental investigations and remedial actions are in different stages at these sites, additional investigations, remedial actions and/or monitoring will likely be required at each site. A comprehensive description of the four currently and formerly owned sites that account for the majority of the accruals for environmental-related activities is included in Management's Discussion and Analysis of Financial Condition and Results of Operations in the Company's Annual Report on Form 10-K for the year ended December 31, 2010. There have been no significant changes in the investigative or remedial status of the four sites since December 31, 2010.

Management cannot presently estimate the ultimate potential loss contingencies related to these four sites or other less significant sites until such time as a substantial portion of the investigative activities at each site is completed and remedial action plans are developed.

In accordance with the Asset Retirement Obligations Topic of the ASC, the Company has identified certain conditional asset retirement obligations at various current manufacturing, distribution and store facilities. These obligations relate primarily to asbestos abatement and closures of hazardous waste containment devices. Using investigative, remediation and disposal methods that are currently available to the Company, the estimated cost of these obligations is not significant.



**Table of Contents**

In the event any future loss contingency significantly exceeds the current amount accrued, the recording of the ultimate liability may result in a material impact on net income for the annual or interim period during which the additional costs are accrued. Management does not believe that any potential liability ultimately attributed to the Company for its environmental-related matters or conditional asset retirement obligations will have a material adverse effect on the Company's financial condition, liquidity, or cash flow due to the extended period of time during which environmental investigation and remediation takes place. An estimate of the potential impact on the Company's operations cannot be made due to the aforementioned uncertainties.

Management expects these contingent environmental-related liabilities and conditional asset retirement obligations to be resolved over an extended period of time. Management is unable to provide a more specific time frame due to the indefinite amount of time to conduct investigation activities at any site, the indefinite amount of time to obtain governmental agency approval, as necessary, with respect to investigation and remediation activities, and the indefinite amount of time necessary to conduct remediation activities.

***Contractual Obligations, Commercial Commitments and Warranties***

Short-term borrowings increased \$182.5 million to \$571.1 million at June 30, 2011 from \$388.6 million at December 31, 2010. Total long-term debt decreased \$2.4 million to \$653.8 million at June 30, 2011 from \$656.2 million at December 31, 2010 and \$709.1 million at June 30, 2010. See the Financial Condition, Liquidity and Cash Flow section of this report for more information. There have been no other significant changes to the Company's contractual obligations and commercial commitments in the second quarter or first six months of 2011 as summarized in Management's Discussion and Analysis of Financial Condition and Results of Operations in the Company's Annual Report on Form 10-K for the year ended December 31, 2010.

Changes to the Company's accrual for product warranty claims in the first six months of 2011 are disclosed in Note 5.

***Contingent Liabilities***

Life Shield Engineered Systems, LLC (Life Shield) is a wholly-owned subsidiary of the Company. Life Shield develops and manufactures blast and fragment mitigating systems. The blast and fragment mitigating systems create a potentially higher level of product liability for the Company (as an owner of and supplier to Life Shield) than is normally associated with coatings and related products currently manufactured, distributed and sold by the Company. Certain of Life Shield's technology has been designated as Qualified Anti-Terrorism Technology and granted a Designation under the Support Anti-Terrorism by Fostering Effective Technologies Act of 2002 (SAFETY Act) and the regulations adopted pursuant to the SAFETY Act. Under the SAFETY Act, the potentially higher level of possible product liability for Life Shield relating to the technology granted the Designation is limited to \$6.0 million per occurrence in the event any such liability arises from an Act of Terrorism (as defined in the SAFETY Act). The limitation of liability provided for under the SAFETY Act does not apply to any technology not granted a designation or certification as a Qualified Anti-Terrorism Technology, nor in the event that any such liability arises from an act or event other than an Act

**Table of Contents**

of Terrorism. Life Shield maintains insurance for liabilities up to the \$6.0 million per occurrence limitation caused by failure of its products in the event of an Act of Terrorism.

Management of the Company has reviewed the potential increased liabilities associated with Life Shield's systems and determined that potential liabilities arising from an Act of Terrorism that could ultimately affect the Company will be appropriately insured or limited by current regulations. However, due to the uncertainties involved in the future development, usage and application of Life Shield's systems, the number or nature of possible future claims and legal proceedings, or the effect that any change in legislation and/or administrative regulations may have on the limitations of potential liabilities, management cannot reasonably determine the scope or amount of any potential costs and liabilities for the Company related to Life Shield or to Life Shield's systems. Any potential liability for the Company that may result from Life Shield or Life Shield's systems cannot reasonably be estimated. However, based upon, among other things, the limitation of liability under the SAFETY Act in the event of an Act of Terrorism, management does not currently believe that the costs or potential liability ultimately determined to be attributable to the Company through its ownership of Life Shield, or as a supplier to Life Shield arising from the use of Life Shield's systems will have a material adverse effect on the Company's results of operations, liquidity or financial conditions.

***Litigation***

In the course of its business, the Company is subject to a variety of claims and lawsuits, including litigation relating to product liability and warranty, personal injury, environmental, intellectual property, commercial, contractual and antitrust claims that are inherently subject to many uncertainties regarding the possibility of a loss to the Company. These uncertainties will ultimately be resolved when one or more future events occur or fail to occur confirming the inurrence of a liability or the reduction of a liability. In accordance with the Contingencies Topic of the ASC, the Company accrues for these contingencies by a charge to income when it is both probable that one or more future events will occur confirming the fact of a loss and the amount of the loss can be reasonably estimated. In the event that the Company's loss contingency is ultimately determined to be significantly higher than currently accrued, the recording of the additional liability may result in a material impact on the Company's results of operations, liquidity or financial condition for the annual or interim period during which such additional liability is accrued. In those cases where no accrual is recorded because it is not probable that a liability has been incurred and cannot be reasonably estimated, any potential liability ultimately determined to be attributable to the Company may result in a material impact on the Company's results of operations, liquidity or financial condition for the annual or interim period during which such liability is accrued. In those cases where no accrual is recorded or exposure to loss exists in excess of the amount accrued, the Contingencies Topic of the ASC requires disclosure of the contingency when there is a reasonable possibility that a loss or additional loss may have been incurred if even the possibility may be remote.

**Lead pigment and lead-based paint litigation.** The Company's past operations included the manufacture and sale of lead pigments and lead-based paints. The Company, along with other companies, is and has been a defendant in a number of legal proceedings, including individual personal injury actions, purported class actions, and actions brought by various counties, cities,

**Table of Contents**

school districts and other government-related entities, arising from the manufacture and sale of lead pigments and lead-based paints. The plaintiffs' claims have been based upon various legal theories, including negligence, strict liability, breach of warranty, negligent misrepresentations and omissions, fraudulent misrepresentations and omissions, concert of action, civil conspiracy, violations of unfair trade practice and consumer protection laws, enterprise liability, market share liability, public nuisance, unjust enrichment and other theories. The plaintiffs seek various damages and relief, including personal injury and property damage, costs relating to the detection and abatement of lead-based paint from buildings, costs associated with a public education campaign, medical monitoring costs and others. The Company is also a defendant in legal proceedings arising from the manufacture and sale of non-lead-based paints that seek recovery based upon various legal theories, including the failure to adequately warn of potential exposure to lead during surface preparation when using non-lead-based paint on surfaces previously painted with lead-based paint. The Company believes that the litigation brought to date is without merit or subject to meritorious defenses and is vigorously defending such litigation. The Company has not settled any lead pigment or lead-based paint litigation. The Company expects that additional lead pigment and lead-based paint litigation may be filed against the Company in the future asserting similar or different legal theories and seeking similar or different types of damages and relief.

Notwithstanding the Company's views on the merits, litigation is inherently subject to many uncertainties, and the Company ultimately may not prevail. Adverse court rulings or determinations of liability, among other factors, could affect the lead pigment and lead-based paint litigation against the Company and encourage an increase in the number and nature of future claims and proceedings. In addition, from time to time, various legislation and administrative regulations have been enacted, promulgated or proposed to impose obligations on present and former manufacturers of lead pigments and lead-based paints respecting asserted health concerns associated with such products or to overturn the effect of court decisions in which the Company and other manufacturers have been successful.

Due to the uncertainties involved, management is unable to predict the outcome of the lead pigment and lead-based paint litigation, the number or nature of possible future claims and proceedings, or the effect that any legislation and/or administrative regulations may have on the litigation or against the Company. In addition, management cannot reasonably determine the scope or amount of the potential costs and liabilities related to such litigation, or resulting from any such legislation and regulations. The Company has not accrued any amounts for such litigation. With respect to such litigation, including the public nuisance litigation, the Company does not believe that it is probable that a loss has occurred, and it is not possible to estimate the range of potential losses as there is no prior history of a loss of this nature and there is no substantive information upon which an estimate could be based. In addition, any potential liability that may result from any changes to legislation and regulations cannot reasonably be estimated. In the event any significant liability is determined to be attributable to the Company relating to such litigation, the recording of the liability may result in a material impact on net income for the annual or interim period during which such liability is accrued. Additionally, due to the uncertainties associated with the amount of any such liability and/or the nature of any other remedy which may be imposed in such litigation, any potential liability determined to be attributable to the Company arising out of such litigation may have a material adverse effect on

**Table of Contents**

the Company's results of operations, liquidity or financial condition. An estimate of the potential impact on the Company's results of operations, liquidity or financial condition cannot be made due to the aforementioned uncertainties.

Public nuisance claim litigation. The Company and other companies are or were defendants in legal proceedings seeking recovery based on public nuisance liability theories, among other theories, brought by the State of Rhode Island, the City of St. Louis, Missouri, various cities and counties in the State of New Jersey, various cities in the State of Ohio and the State of Ohio, the City of Milwaukee, Wisconsin and the County of Santa Clara, California and other public entities in the State of California. Except for the Santa Clara County, California proceeding, all of these legal proceedings have been concluded in favor of the Company and other defendants at various stages in the proceedings. The proceedings initiated by the State of Rhode Island included two jury trials. At the conclusion of the second trial, the jury returned a verdict finding that (i) the cumulative presence of lead pigment in paints and coatings on buildings in the State of Rhode Island constitutes a public nuisance, (ii) the Company, along with two other defendants, caused or substantially contributed to the creation of the public nuisance, and (iii) the Company and two other defendants should be ordered to abate the public nuisance. The Company and two other defendants appealed and, on July 1, 2008, the Rhode Island Supreme Court, among other determinations, reversed the judgment of abatement with respect to the Company and two other defendants. The Rhode Island Supreme Court's decision reversed the public nuisance liability judgment against the Company on the basis that the complaint failed to state a public nuisance claim as a matter of law.

The Santa Clara County, California proceeding was initiated in March 2000 in the Superior Court of the State of California, County of Santa Clara. In the original complaint, the plaintiffs asserted various claims including fraud and concealment, strict product liability/failure to warn, strict product liability/design defect, negligence, negligent breach of a special duty, public nuisance, private nuisance, and violations of California's Business and Professions Code. A number of the asserted claims were resolved in favor of the defendants through pre-trial proceedings. The named plaintiffs in the Fourth Amended Complaint, filed on March 16, 2011, are the Counties of Santa Clara, Alameda, Los Angeles, Monterey, San Mateo, Solano and Ventura, and the Cities of Oakland, San Diego and San Francisco. The Fourth Amended Complaint asserts a sole claim for public nuisance, alleging that the presence of lead products for use in paint and coatings in, on and around buildings in the plaintiffs' jurisdictions constitutes a public nuisance. The plaintiffs seek the abatement of the alleged public nuisance that exists within the plaintiffs' jurisdictions.

Litigation seeking damages from alleged personal injury. The Company and other companies are defendants in a number of legal proceedings seeking monetary damages and other relief from alleged personal injuries. These proceedings include claims by children allegedly injured from ingestion of lead pigment or lead-containing paint, claims for damages allegedly incurred by the children's parents or guardians, and claims for damages allegedly incurred by professional painting contractors. These proceedings generally seek compensatory and punitive damages, and seek other relief including medical monitoring costs. These proceedings include purported claims by individuals, groups of individuals and class actions.

**Table of Contents**

The plaintiff in *Thomas v. Lead Industries Association, et al.*, initiated an action in state court against the Company, other alleged former lead pigment manufacturers and the Lead Industries Association in September 1999. The claims against the Company and the other defendants include strict liability, negligence, negligent misrepresentation and omissions, fraudulent misrepresentation and omissions, concert of action, civil conspiracy and enterprise liability. Implicit within these claims is the theory of risk contribution liability (Wisconsin's theory which is similar to market share liability) due to the plaintiff's inability to identify the manufacturer of any product that allegedly injured the plaintiff. The case ultimately proceeded to trial and, on November 5, 2007, the jury returned a defense verdict, finding that the plaintiff had ingested white lead carbonate, but was not brain damaged or injured as a result. The plaintiff appealed and, on December 16, 2010, the Wisconsin Court of Appeals affirmed the final judgment in favor of the Company and other defendants.

Wisconsin is the only jurisdiction to date to apply a theory of liability with respect to alleged personal injury (i.e., risk contribution/market share liability) that does not require the plaintiff to identify the manufacturer of the product that allegedly injured the plaintiff in the lead pigment and lead-based paint litigation. Although the risk contribution liability theory was applied during the *Thomas* trial, the constitutionality of this theory as applied to the lead pigment cases has not been judicially determined by the Wisconsin state courts. However, in an unrelated action filed in the United States District Court for the Eastern District of Wisconsin, *Gibson v. American Cyanamid, et al.*, on November 15, 2010, the District Court held that Wisconsin's risk contribution theory as applied in that case violated the defendants' right to substantive due process and is unconstitutionally retroactive.

*Insurance coverage litigation.* The Company and its liability insurers, including certain Underwriters at Lloyd's of London, initiated legal proceedings against each other to primarily determine, among other things, whether the costs and liabilities associated with the abatement of lead pigment are covered under certain insurance policies issued to the Company. The Company's action, filed on March 3, 2006 in the Common Pleas Court, Cuyahoga County, Ohio, is currently stayed. The liability insurers' action, which was filed on February 23, 2006 in the Supreme Court of the State of New York, County of New York, has been dismissed. An ultimate loss in the insurance coverage litigation would mean that insurance proceeds could be unavailable under the policies at issue to mitigate any ultimate abatement related costs and liabilities. The Company has not recorded any assets related to these insurance policies or otherwise assumed that proceeds from these insurance policies would be received in estimating any contingent liability accrual. Therefore, an ultimate loss in the insurance coverage litigation without a determination of liability against the Company in the lead pigment or lead-based paint litigation will have no impact on the Company's results of operation, liquidity or financial condition. As previously stated, however, the Company has not accrued any amounts for the lead pigment or lead-based paint litigation and any significant liability ultimately determined to be attributable to the Company relating to such litigation may result in a material impact on the Company's results of operations, liquidity or financial condition for the annual or interim period during which such liability is accrued.

**Table of Contents****Shareholders Equity**

Shareholders equity increased \$137.4 million to \$1.747 billion at June 30, 2011 from \$1.609 billion at December 31, 2010 and increased \$215.6 million from \$1.531 billion at June 30, 2010. Effective March 31, 2011, the Company retired all of its 125.4 million common stock shares held in treasury, which resulted in decreases in treasury stock, common stock and retained earnings of \$4.5 billion, \$0.1 billion and \$4.4 billion, respectively. The increase in Shareholders equity for the first six months of 2011 resulted primarily from net income of \$247.4 million, increased other capital of \$66.5 million resulting primarily from stock option exercises and a decrease in Cumulative other comprehensive loss of \$33.2 million partially offset by the purchase of treasury stock of \$132.7 million and cash dividends paid on common stock of \$77.8 million. Purchases of treasury stock for \$332.9 million since June 30, 2010 more than offset an increase in other capital of \$128.2 million and a decrease in Cumulative other comprehensive loss of \$78.8 million in twelve months due primarily to favorable foreign currency translation effects. During the first six months of 2011, the Company purchased 1.60 million shares of its common stock for treasury purposes through open market purchases. The Company purchased 4.25 million shares of its common stock since June 30, 2010 for treasury. The Company acquires its common stock for general corporate purposes, and depending on its cash position and market conditions, it may acquire additional shares in the future. The Company had remaining authorization at June 30, 2011 to purchase 4.15 million shares of its common stock. At a meeting held on July 20, 2011, the Board of Directors increased the quarterly cash dividend from \$.360 per common share to \$.365 per common share. This quarterly dividend, if approved in each of the remaining quarters of 2011, would result in an annual dividend for 2011 of \$1.46 per common share or a 34.7 percent payout of 2010 diluted net income per common share.

**Cash Flow**

Net operating cash decreased \$128.3 million in the first six months of 2011 to a cash source of \$108.2 million from a cash source of \$236.5 million in 2010 primarily due to an increase in cash requirements to fund increased sales and the seasonal increase in net working capital requirements partially offset by increased net income of \$33.1 million and a decrease in costs incurred for environmental-related matters and qualified exit costs of \$15.2 million. In the twelve month period from July 1, 2010 through June 30, 2011, the Company generated net operating cash of \$578.3 million and invested \$146.6 million in capital additions and improvements and \$251.7 million in acquisitions of businesses, purchased \$332.9 million in treasury stock and paid \$155.5 million in cash dividends to its shareholders of common stock.

**Market Risk**

The Company is exposed to market risk associated with interest rate, foreign currency and commodity fluctuations. The Company occasionally utilizes derivative instruments as part of its overall financial risk management policy, but does not use derivative instruments for speculative or trading purposes. In the first six months of 2011, the Company entered into forward currency exchange contracts with maturity dates of less than twelve months to hedge against value changes in foreign currency. The Company believes it may be exposed to continuing market risk from foreign currency exchange rate and commodity price fluctuations. However, the Company does not expect that foreign currency exchange rate and commodity price fluctuations or hedging contract losses will have a material adverse effect on the Company's financial condition, results of operations or cash flows.

**Table of Contents****Financial Covenant**

Certain borrowings contain a consolidated leverage covenant. The covenant states the Company's leverage ratio is not to exceed 3.00 to 1.00. In connection with the new credit facility entered into on July 8, 2011, the leverage ratio was increased to 3.25 to 1.00. The leverage ratio is defined as the ratio of total indebtedness (the sum of Short-term borrowings, Current portion of long-term debt and Long-term debt) at the reporting date to consolidated Earnings Before Interest, Taxes, Depreciation, and Amortization (EBITDA) for the 12-month period ended on the same date. Refer to the Results of Operations caption below for a reconciliation of EBITDA to Net income. At June 30, 2011, the Company was in compliance with the covenant. The Company's Notes, Debentures and revolving credit agreements contain various default and cross-default provisions. In the event of default under any one of these arrangements, acceleration of the maturity of any one or more of these borrowings may result. See Note 8, on page 62 and 63, in the Company's Annual Report on Form 10-K for the year ended December 31, 2010 for more information concerning the Company's debt and related covenant.

**RESULTS OF OPERATIONS**

Shown below are net sales and income before taxes by segment for the second quarter and first six months:

(thousands of dollars)

	Three Months Ended June 30,			Six Months Ended June 30,		
	2011	2010	Change	2011	2010	Change
<b>Net Sales:</b>						
Paint Stores Group	\$ 1,299,047	\$ 1,244,979	4.3%	\$ 2,228,314	\$ 2,095,892	6.3%
Consumer Group	375,634	410,216	-8.4%	670,564	702,365	-4.5%
Global Finishes Group	678,871	486,547	39.5%	1,309,037	907,646	44.2%
Administrative	1,199	1,322	-9.3%	2,422	2,643	-8.4%
Total	\$ 2,354,751	\$ 2,143,064	9.9%	\$ 4,210,337	\$ 3,708,546	13.5%

	Three Months Ended June 30,			Six Months Ended June 30,		
	2011	2010	Change	2011	2010	Change
<b>Income Before Income Taxes:</b>						
Paint Stores Group	\$ 206,631	\$ 211,959	-2.5%	\$ 275,488	\$ 259,715	6.1%
Consumer Group	61,371	80,694	-23.9%	102,462	118,159	-13.3%
Global Finishes Group	46,070	39,954	15.3%	82,880	62,956	31.6%
Administrative	(57,056)	(73,359)	-22.2%	(109,101)	(122,123)	-10.7%
Total	\$ 257,016	\$ 259,248	-0.9%	\$ 351,729	\$ 318,707	10.4%

Consolidated net sales increased in the second quarter and increased in the first six months of 2011 due primarily to selling price increases, acquisitions, and strong organic sales growth by the Global Finishes Group.

Net sales of all consolidated foreign subsidiaries were up 50.3 percent to \$507.1 million in the quarter and up 57.8 percent to \$977.1 million in the first six months versus \$337.4 million and

**Table of Contents**

\$619.1 million in the same periods last year. The increases in net sales for all consolidated foreign subsidiaries in the quarter and first six months were due primarily to acquisitions, which increased net sales 32.5 percent in the quarter and 40.3 percent in the first six months, and a 7.5 percent positive impact of foreign currency translation rate changes in the quarter and a 6.7 percent positive impact in the first six months. Net sales of all operations other than consolidated foreign subsidiaries were up 2.3 percent to \$1.85 billion in the quarter and up 4.7 percent to \$3.23 billion in the first six months as compared to \$1.81 billion and \$3.09 billion in the same periods last year.

Net sales in the Paint Stores Group increased due primarily to selling price increases and improving domestic architectural sales to do-it-yourself and residential repaint customers for both periods. Net sales from stores open for more than twelve calendar months increased 4.0 percent in the quarter and increased 6.0 percent in the first six months over last year's comparable periods. Total paint sales volume percentage decreases were in the middle to low single digits for the quarter and first six months as compared to the second quarter and first six months last year. Sales of non-paint products increased by 4.0 percent over last year's second quarter and increased by 5.4 percent over last year's first six months. A discussion of changes in volume versus pricing for sales of products other than paint is not pertinent due to the wide assortment of general merchandise sold. Net sales of the Consumer Group decreases in the second quarter and first six months were primarily due to the elimination of a portion of a paint program with a large retail customer partially offset by selling price increases. Net sales in the Global Finishes Group stated in U.S. dollars increased in the second quarter and first six months primarily due to acquisitions, selling price increases, higher paint sales volume, and favorable currency translation rate changes. Acquisitions increased sales by 22.5 percent and 27.5 percent for the second quarter and first six months, respectively. Currency translation rate changes increased sales 5.9 percent in the quarter and 4.8 percent in the first six months. Net sales in the Administrative segment, which primarily consist of external leasing revenue of excess headquarters space and leasing of facilities no longer used by the Company in its primary business, decreased by an insignificant amount in the second quarter and first six months. Consolidated gross profit increased \$50.9 million in the second quarter and \$156.3 million in the first six months of 2011 compared to the same periods in 2010. As a percent of sales, consolidated gross profit decreased to 43.4 percent in the quarter from 45.4 percent in the second quarter of 2010 and decreased to 43.2 percent in the first six months of 2011 from 44.9 percent last year. The dollar increase for both periods was primarily due to selling price increases and 2010 acquisitions partially offset by lower overall paint sales volume. The decrease as a percent to sales for both periods were due primarily to increasing raw material costs and the impact of 2010 acquisitions partially offset by selling price increases.

The Paint Stores Group's gross profit was higher than last year in the second quarter by \$9.3 million and higher than last year in the first six months by \$58.2 million due to higher selling prices partially offset by increasing raw material costs and lower paint sales volume. The Paint Stores Group's gross profit margins in the quarter and first six months were lower compared to the same periods last year by 1.4 percent and 0.5 percent, respectively. The Consumer Group's gross profit decreased from last year by \$19.0 million in the quarter and decreased \$15.9 million in the first six months from last year due primarily to increasing raw material costs and lower



**Table of Contents**

paint sales volume partially offset by selling price increases for both comparable periods. Rising raw material costs only partially offset by selling price increases caused the Consumer Group's gross profit margins to decline 1.7 percent of sales for the second quarter and decline 0.7 percent of sales for the first six months compared to the comparable periods last year. The Global Finishes Group's gross profit increased \$57.0 million in the second quarter and increased \$114.2 million in the first six months compared to the same periods last year, when stated in U.S. dollars, due primarily to acquisitions, selling price increases, increased paint sales volume and favorable currency translation rate changes. The Global Finishes Group's gross profit margins were down 1.7 percent of sales in the quarter and down 2.4 percent of sales for the first six months compared to last year due to rising raw material costs and the impact of acquisitions partially offset by selling price increases. The Administrative segment's gross profit increased by an insignificant amount in the second quarter and decreased by an insignificant amount in the first six months compared to the same periods last year.

Selling, general and administrative expenses (SG&A) increased \$64.3 million in the second quarter and increased \$142.6 million in the first six months of 2011 versus last year due primarily to acquisitions, net new store openings, and the impact of currency translation rate changes. As a percent of sales, consolidated SG&A decreased to 32.1 percent in the quarter and decreased to 34.4 percent in the first six months from 32.3 percent in the second quarter and 35.2 percent in the first six months of 2010 due to higher sales.

The Paint Stores Group's SG&A increased \$14.6 million in the second quarter and increased \$43.2 million in the first six months due primarily to net new store openings and general comparable store expenses to maintain customer service. The Consumer Group's SG&A was essentially flat for the second quarter and first six months of 2011 compared to the same periods last year. The Global Finishes Group's SG&A increased \$40.5 million in the quarter and increased \$87.4 million in the first six months relating primarily to acquisitions, higher sales volume, and currency translation rate changes. The Administrative segment's SG&A increased by \$9.3 million in the second quarter and increased by \$11.7 million in the first six months due primarily to an increase in stock-based compensation expense for both comparable periods and information systems costs to integrate the 2010 acquisitions.

Other general expense net decreased \$5.8 million in the second quarter and decreased by \$6.6 million in the first six months. The decrease in the quarter was primarily due to a \$2.7 million loss on disposal of assets and provision for environmental-related matters of \$2.8 million for 2010 compared to a \$0.7 million reduction in the provision in 2011 for environmental-related matters all in the Administrative segment. The decrease in the first six months was primarily due to a gain on the sale of assets of \$4.4 million in 2011 compared to a loss on disposal of assets of \$2.9 million in 2010 primarily in the Administrative segment.

Interest expense, included in the Administrative segment, decreased \$14.6 million and \$15.5 million in the second quarter and first six months, respectively, due primarily to the write-off of origination costs related to the repurchase of a portion of the Company's 7.45% debentures in 2010.

**Table of Contents**

Other income net decreased \$9.5 million in the second quarter and decreased \$2.7 million in the first six months. The decrease in the quarter was primarily due to foreign currency related gains in 2010 of \$8.4 million and losses in 2011 of \$1.6 million impacting the Global Finishes and Consumer Groups.

Consolidated income before income taxes decreased \$2.2 million in the second quarter due to lower segment profits of the Paint Stores and Consumer Groups partially offset by higher profit in the Global Finishes Group and lower Administrative segment expenses. Consolidated income before income taxes increased \$33.0 million in the first six months of 2011 due primarily to the higher segment profits of the Paint Stores and Global Finishes Groups and lower Administrative segment expenses partially offset by a decrease in the Consumer Group segment profit.

The effective income tax rate of 30.3 percent for the second quarter of 2011 was slightly higher than the 29.9 percent effective income tax rate for the second quarter of 2010. The effective income tax rate of 29.7 percent for the first six months of 2011 was lower than the 32.8 effective tax income tax rate for the first six months of 2010 as a result of a one-time increase in income tax expense of \$11.4 million due to the Acts.

Net income for the quarter decreased \$2.6 million to \$179.1 million from \$181.7 million in the second quarter of 2010 and increased \$33.1 million to \$247.4 million from \$214.3 million in the first six months of 2010. Diluted net income per common share increased 1.2 percent from \$1.64 per share in the second quarter of 2010, which included a charge of \$.08 per share related to repurchase of debt, to \$1.66 per share in the second quarter of 2011. Diluted net income per common share increased 18.0 percent from \$1.94 in the first six months of 2010, which included charges aggregating \$.18 per share related to repurchase of debt and the Acts, to \$2.29 in the first six months of 2011.

Management considers a measurement that is not in accordance with U.S. generally accepted accounting principles a useful measurement of the operational profitability of the Company. Some investment professionals also utilize such a measurement as an indicator of the value of profits and cash that are generated strictly from operating activities, putting aside working capital and certain other balance sheet changes. For this measurement, management increases net income for significant non-operating and non-cash expense items to arrive at an amount known as Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA). The reader is cautioned that the following value for EBITDA should not be compared to other entities unknowingly. EBITDA should not be considered an alternative to net income or cash flows from operating activities as an indicator of operating performance or as a measure of liquidity. The reader should refer to the determination of net income and cash flows from operating activities in accordance with U. S. generally accepted accounting principles disclosed in the Statements of Consolidated Income and Statements of Consolidated Cash Flows. EBITDA as used by management is calculated as follows:

**Table of Contents**

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2011	2010	2011	2010
<i>(thousands of dollars)</i>				
Net income	<b>\$ 179,115</b>	\$ 181,706	<b>\$ 247,431</b>	\$ 214,309
Interest expense	<b>11,747</b>	26,340	<b>22,422</b>	37,909
Income taxes	<b>77,901</b>	77,542	<b>104,298</b>	104,398
Depreciation	<b>37,475</b>	33,103	<b>74,807</b>	66,206
Amortization	<b>6,733</b>	6,459	<b>13,127</b>	13,206
EBITDA	<b>\$ 312,971</b>	\$ 325,150	<b>\$ 462,085</b>	\$ 436,028

**Table of Contents**

**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION**

Certain statements contained in Management's Discussion and Analysis of Financial Condition and Results of Operations and elsewhere in this report constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements are based upon management's current expectations, estimates, assumptions and beliefs concerning future events and conditions and may discuss, among other things, anticipated future performance (including sales and earnings), expected growth, future business plans and the costs and potential liability for environmental-related matters and the lead pigment and lead-based paint litigation. Any statement that is not historical in nature is a forward-looking statement and may be identified by the use of words and phrases such as expects, anticipates, believes, will, will result, will continue, plans to and similar expressions.

Readers are cautioned not to place undue reliance on any forward-looking statements. Forward-looking statements are necessarily subject to risks, uncertainties and other factors, many of which are outside the control of the Company, that could cause actual results to differ materially from such statements and from the Company's historical results and experience. These risks, uncertainties and other factors include such things as: (a) the duration and severity of the current negative global economic and financial conditions; (b) general business conditions, strengths of retail and manufacturing economies and the growth in the coatings industry; (c) competitive factors, including pricing pressures and product innovation and quality; (d) changes in raw material and energy supplies and pricing; (e) changes in the Company's relationships with customers and suppliers; (f) the Company's ability to attain cost savings from productivity initiatives; (g) the Company's ability to successfully integrate past and future acquisitions into its existing operations, including the recent acquisitions of Becker Acroma Industrial Wood Coatings, Sayerlack Industrial Wood Coatings, Pinturas Condor and Leighs Paints, as well as the performance of the businesses acquired; (h) risks and uncertainties associated with the Company's ownership of Life Shield Engineered Systems LLC; (i) changes in general domestic economic conditions such as inflation rates, interest rates, tax rates, unemployment rates, higher labor and healthcare costs, recessions, and changing governmental policies, laws and regulations; (j) risks and uncertainties associated with the Company's expansion into and its operations in Asia, Europe, Mexico, South America and other foreign markets, including general economic conditions, inflation rates, recessions, foreign currency exchange rates, foreign investment and repatriation restrictions, legal and regulatory constraints, civil unrest and other external economic and political factors; (k) the achievement of growth in foreign markets, such as Asia, Europe, Mexico and South America; (l) increasingly stringent domestic and foreign governmental regulations including those affecting health, safety and the environment; (m) inherent uncertainties involved in assessing the Company's potential liability for environmental-related activities; (n) other changes in governmental policies, laws and regulations, including changes in accounting policies and standards and taxation requirements (such as new tax laws and new or revised tax law interpretations); (o) the nature, cost, quantity and outcome of pending and future litigation and other claims, including the lead pigment and lead-based paint litigation, and the effect of any legislation and administrative regulations relating thereto; and (p) unusual weather conditions.

**Table of Contents**

Readers are cautioned that it is not possible to predict or identify all of the risks, uncertainties and other factors that may affect future results and that the above list should not be considered to be a complete list. Any forward-looking statement speaks only as of the date on which such statement is made, and the Company undertakes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

**Table of Contents**

**Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

The Company is exposed to market risk associated with interest rate, foreign currency and commodity fluctuations. The Company occasionally utilizes derivative instruments as part of its overall financial risk management policy, but does not use derivative instruments for speculative or trading purposes. The Company enters into option and forward currency exchange contracts and commodity swaps to hedge against value changes in foreign currency and commodities. The Company believes it may experience continuing losses from foreign currency translation and commodity price fluctuations. However, the Company does not expect currency translation, transaction, commodity price fluctuations or hedging contract losses to have a material adverse effect on the Company's financial condition, results of operations or cash flows. There were no material changes in the Company's exposure to market risk since the disclosure included in Management's Discussion and Analysis of Financial Condition and Results of Operations in the Company's Annual Report on Form 10-K for the year ended December 31, 2010.

**Table of Contents**

**Item 4. CONTROLS AND PROCEDURES**

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our Chairman and Chief Executive Officer and our Senior Vice President Finance and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15 and Rule 15d-15 of the Securities Exchange Act of 1934, as amended ( Exchange Act ). Based upon that evaluation, our Chairman and Chief Executive Officer and our Senior Vice President Finance and Chief Financial Officer concluded that as of the end of the period covered by this report our disclosure controls and procedures were effective to ensure that information required to be disclosed by us in reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and accumulated and communicated to our management including our Chairman and Chief Executive Officer and Our Senior Vice President Finance and Chief Financial Officer, to allow timely decisions regarding required disclosure. There were no changes in our internal control over financial reporting identified in connection with the evaluation that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Table of Contents**

**PART II. OTHER INFORMATION**

Item 1. Legal Proceedings.

For information with respect to certain environmental-related matters and legal proceedings, see the information included under the captions entitled Environmental-Related Liabilities and Litigation of Management's Discussion and Analysis of Financial Condition and Results of Operations and Notes 8 and 9 of the Notes to Condensed Consolidated Financial Statements, which is incorporated herein by reference.

46

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**Table of Contents**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

A summary of the repurchase activity for the Company's second quarter is as follows:

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Number of Shares Purchased as Part of a Publicly Announced Plan	Number of Shares That May Yet Be Purchased Under the Plan
April 1 – April 30 Share repurchase program				4,650,000
May 1 – May 31 Share repurchase program <sup>(1)</sup>	216,800	\$ 85.16	216,800	4,433,200
June 1 – June 30 Share repurchase program <sup>(1)</sup>	283,200	\$ 82.05	283,200	4,150,000
Total Share repurchase program <sup>(1)</sup>	500,000	\$ 83.40	500,000	4,150,000

<sup>(1)</sup> All shares were purchased through the Company's publicly announced share repurchase program. On October 19, 2007, the Board of Directors of the Company authorized the Company to purchase, in the aggregate, 30.0 million shares of its common stock and rescinded the previous authorization limit. The Company had remaining authorization at June 30, 2011 to purchase 4,150,000 shares. There is no expiration date specified for the program. The Company intends to repurchase stock under the program in the future.

**Table of Contents**

Item 5. Other Information.

During the fiscal quarter ended June 30, 2011, the Audit Committee of the Board of Directors of the Company approved permitted non-audit services to be performed by Ernst & Young LLP, the Company's independent registered public accounting firm. These non-audit services were approved within categories related to domestic advisory and compliance services and tax compliance.

**Table of Contents**

Item 6. Exhibits.

- 4 Credit Agreement, dated as of July 8, 2011, among the Company, the lenders party thereto, Bank of America, N.A., as administrative agent, Wells Fargo Bank, N.A., as syndication agent, and JPMorgan Chase Bank, N.A. and Citibank, N.A., as co-documentation agents, filed as Exhibit 4.1 to the Company's Current Report on Form 8-K dated July 8, 2011, and incorporated herein by reference.
- 31(a) Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer (filed herewith).
- 31(b) Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer (filed herewith).
- 32(a) Section 1350 Certification of Chief Executive Officer (filed herewith).
- 32(b) Section 1350 Certification of Chief Financial Officer (filed herewith).
- 101.INS XBRL Instance Document
- 101.SCH XBRL Taxonomy Extension Schema Document
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document
- 101.LAB XBRL Taxonomy Extension Label Linkbase Document

**Table of Contents**

**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

THE SHERWIN-WILLIAMS COMPANY

July 27, 2011

By: /s/ A.J. Mistysyn  
A.J. Mistysyn  
Vice President-Corporate Controller

July 27, 2011

By: /s/ L.E. Stellato  
L.E. Stellato  
Senior Vice President, General Counsel  
and Secretary

50

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**Table of Contents**

**INDEX TO EXHIBITS**

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31(a)	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer (filed herewith).
31(b)	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer (filed herewith).
32(a)	Section 1350 Certification of Chief Executive Officer (filed herewith).
32(b)	Section 1350 Certification of Chief Financial Officer (filed herewith).
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document